

**REPORT ON COMPLIANCE WITH THE CODE OF GOOD CORPORATE
GOVERNANCE FOR PERUVIAN COMPANIES (10150)**

Official Company name:

FERREYCORP S.A.A

Year:

2023

Website:

www.ferreycorp.com.pe

**Registered company name or
trade name of the reviewing
firm:¹**

RPJ (Register of Legal Entities):

B60001

¹ Applicable only in the event that the information contained herein has been reviewed by a specialized Company (e.g., an auditing or consulting firm).

METHODOLOGY:

Companies with securities registered in the Public Registry of the Securities Market are required to disclose their good corporate governance practices to the public. For such purposes, they report their adherence to the principles contained in the Code of Good Corporate Governance for Peruvian Companies².

The information to be presented refers to the fiscal year ended on December 31 of the calendar year prior to that of its submission, therefore, all references to “the fiscal year” should be understood to refer to the period indicated above, and is submitted as an appendix to the company’s Annual Report under the electronic formats established by the Superintendence of Securities Market (SMV its acronym in Spanish) to facilitate the submission of the information in this report through the MVnet System.

Section A, includes a letter of introduction of the Company highlighting the most important advances in corporate governance achieved during the year.

Section B, discloses the degree of compliance with the principles that make up the Code. To this purpose, the Report is structured in accordance with the five sections that comprise it:

- I. Shareholders’ Rights;
- II. General Shareholders’ Meeting;
- III. Board and Senior Management³;
- IV. Risk and Compliance; and,
- V. Transparency of Information.

Each principle is evaluated based on the following parameters:

- a) **“Comply or explain” evaluation:** the level of compliance that the company has achieved is marked with a cross (x), taking into consideration the following criteria:

Yes : The principle is fully complied with.

No : The principle is not complied with.

Explanation: in this field, if the company has checked the “No” option, it must explain the reasons why it has not adopted the principle or the actions developed that allow it to consider progress towards its compliance or partial adoption, as appropriate. Likewise, if deemed necessary, in the case of having checked the “Yes” option, the company may provide information on compliance with the principle.

- b) **Supporting information:** information is provided that allows to know in greater detail how the company has implemented the principle.

Section C lists the company’s documents that regulate the policies, procedures or other relevant aspects related to the principles under evaluation.

Section D includes additional information not developed in the preceding sections or other relevant information, which the company freely decides to mention so that stakeholders can have a better understanding of the corporate governance the good practices implemented by the company.

² The Code of Good Corporate Governance for Peruvian Companies (2013) can be consulted in the Guidance - Corporate Governance section of the Stock Market Portal www.smv.gob.pe.

³ The term “Senior Management” includes the general manager and other managers.

SECTION A:

Introduction Letter

This section describes the main actions implemented and during the year in terms of good corporate governance practices, in line with the five pillars that make up the Code of Good Corporate Governance for Peruvian Companies, such as Shareholders' Rights, the General Meeting, the Board of Directors and Senior Management, Risk Management and Compliance, and Transparency of Information.

Ferreycorp's history is closely linked to good corporate governance practices. Decades before these terms were used, the corporation already stood out in its corporate governance by being one of the first companies to list its stock on the Lima Stock Exchange (BVL) in 1962. Since then, it has distinguished itself in fundamental aspects such as fair treatment of shareholders and governance policies that are now reflected in the Principles of Good Corporate Governance.

The corporation's sustained efforts over the years reaffirm its commitment to corporate governance best practices. The distinctions received, such as the inclusion in the S&P/BVL Peru General ESG Index, reflect Ferreycorp's recognition as a benchmark in environmental, social and governance (ESG) issues. Additionally, the corporation is the only Peruvian company that has been included in all editions of the Dow Jones Sustainability Index for the MILA-Pacific Alliance region since its inception in 2017.

Likewise, Ferreycorp is once again part of the most recent edition of the Sustainability Yearbook of S&P Global, Standard & Poor's prestigious international publication on sustainability. In its edition published at the beginning of 2023, it includes the participation of 7,800 companies from more than 60 industries worldwide. It also ranks among the top of the Merco ESG ranking.

Each distinction achieved reflects the corporation's voluntary decision to adhere to the principles of the Code of Good Corporate Governance for Peruvian Companies and to place them at the centre of its management. It also shows its conviction to ethical principles, transparency and international best practices in this area, which serve as a daily source of inspiration for the corporation.

Long-term commitment

In the 1990s, the organization marked two key milestones for its future improvement in the field of good corporate governance, through the optimisation of its internal processes and the addition of capabilities to serve its investors.

The first event took place in 1994, when it began active participation in the Peruvian capital markets, both equity and fixed income. The second took place in 1997, when it completed an international share issue (ADR) of US\$ 20 million, with a 50% preference for foreign shareholders. Always at the forefront of these processes, the company already had a dedicated Investor Relations area at that time, responsible for organising conference calls in English and issuing quarterly press reports.

Since then, and as always, the constant improvement of policies and practices has enabled the continuous incorporation of best practices, supported and guided by the Board of Directors and the Shareholders' Meeting, the highest levels of the organization. It is also part of the corporation's commitment to its stakeholders to maintain a transparent, reliable and sustainable company, convinced that good corporate governance drives value creation, creates competitive advantages, fosters sustainable development and brings greater prestige. All this generates a sense of pride among employees and contributes to the objective of creating value in the country.

Year by year, Ferreycorp reaffirms its belief in the importance of the five pillars of the principles of the Code of Good Corporate Governance: i) Shareholders' Rights; ii) General Shareholders' Meeting; iii) The Board of Directors and Senior Management; iv) Transparency of Information; and v) Risk and Compliance. Key aspects of each of these are described below.

Shareholder's rights

In 2023, the corporation continued with best practices to protect the rights of its more than 3,900 shareholders. Ferreycorp treats its shareholders equally, whether majority or minority, local or foreign, as evidenced by the fact that it has only one class of share and all have voting rights, and respects and facilitates the exercise of their rights, such as participation in meetings, the receipt of information and equal participation in the decisions that concern them. It also rejects any practice that leads to insider trading or abusive negotiations on its own behalf or on behalf of third parties. Ferreycorp ensures respect for the rights of its shareholders and guarantees them adequate and timely disclosure of all corporate matters considered relevant, following strict insider trading guidelines.

Among the decisive activities to adopt good practices and protect the rights of its shareholders, is the dedication to plan and disseminate the holding of shareholders' meetings, convening the maximum participation of shareholders directly or through specific and detailed proxies. In this line of transparency and accessibility, the implementation of the resolutions adopted at the meetings is supervised by the Board of Directors and a report is presented to the shareholders at the following meeting, which is disclosed on the website.

General Shareholders' Meeting

The General Meeting of Shareholders, as the sovereign and supreme body of the company, has exclusive and non-delegable functions. These include the appointment of the members of the Board of Directors and approval of the policy for their remuneration, approval of the annual management and financial statements, as well as the appointment of the external auditors. The bylaws of the corporation explicitly identify and assign these functions in the governance of the corporation and in the control of the directors.

The Regulations of the Shareholders' Meeting also determine the mechanism for convening the meeting, the proposed items to be discussed on the agenda, the procedure for voting, proxy voting and the monitoring of resolutions. These are fundamental aspects to enable the participation and exercise of shareholders' rights.

Among its functions, the General Management monitors the resolutions adopted at the Shareholders' Meeting and presents them to the Nomination, Remuneration, Corporate Governance and Sustainability Committee and to the full Board of Directors, and manages their dissemination on the website.

The corporation seeks to have the motions on the agenda approved by the largest number of shareholders present at the meeting or their proxies, in line with best corporate governance practices. For this reason, it promotes and calls for the active participation of its shareholders in the Meeting, who receive the items to be discussed in the agenda and a detail of each of the proposals through the *Proxy Statement* (published as a Significant Event and on the corporate website in Spanish and English). The document, used by Ferreycorp to facilitate shareholder access to information, contributes to the casting of an informed vote.

The Annual General Meeting of Shareholders was held on 29 March 2023, following the guidelines set out in the General Companies Act, and the corresponding notice was published well in advance. In addition to the issuance of the *Proxy Statement*, an informative document on the procedure for holding the Shareholders' Meeting in person was issued, as well as a guide to the use of the corresponding platform. All this information and documentation regarding the topics to be addressed at the Meeting was published as a Significant Event on the SMV's website and in the General Shareholders' Meeting 2023 section of Ferreycorp's website. In addition, it was sent by e-mail to shareholders who have updated their personal information.

The participation of 131 shareholders, directly or through proxies, allowed the Meeting to meet with a *quorum* that reached 85% after the start of the meeting. As a result of Superintendent's Resolution No. 017-2021-SMV/02, published on 20 February 2021, which enables the participation of custodians without the need to present a specific power of attorney to represent their clients, this Meeting had a considerable participation of shareholders from abroad (a total of 44).

At the March 2023 Board Meeting, the two leading international (*proxy advisors*) providing voting management recommendations - Institutional Shareholder Services Inc. (ISS) and Glass, Lewis & Co. - issued their reports to support shareholder decision making.

The general manager - as the person responsible for the matter - communicated during this meeting the compliance with and follow-up of the resolutions adopted at the Annual General Meeting of Shareholders held in March 2022. These resolutions, in turn, had already been reported to the Board of Directors and disclosed to the market as a Significant Event, as well as published on Ferreycorp's website.

At its meeting on 29 March 2023, the General Meeting of Shareholders approved the audited financial statements, the Annual Report and the agenda items listed below:

- To deliver the dividend in cash, according to the Dividend Policy that the company has had since 1997, which determines the criteria for the distribution of profits. On the recommendation of the Board of Directors, it was agreed to distribute cash dividends for a total of S/ 251,327,666.14, considering that after deducting the dividend advance of S/ 120,000,000 delivered in September 2022, the balance of S/ 131,327,666.14, equivalent to S/ 0.13897244736 per share, should be paid out. The Board delegated to the Board of Directors the power to determine the date of registration and delivery, within the following 45 days.

- To change article 32° of the Bylaws of Ferreycorp S.A.A. and Ferreyros S.A., to shorten the term of the Board of Directors 2020- 2023 given that, due to the pandemic, their election took place a few months later than usual, and it was necessary for the election of the new Board of Directors to coincide with the General Shareholders' Meeting of 2023, which is usually held in the month of March. Thus, the election of the Board of Directors for the period 2023-2026 took place.
- To appoint the auditing firm Tanaka, Valdivia & Asociados Sociedad Civil de Responsabilidad Limitada, member of EY, as external auditors for the year 2023, delegating to the Board of Directors the negotiation and approval of the contract conditions.

The Board and Senior Management

The company's bylaws and operating regulations cover the policies and practices of the board, as well as its responsibilities and functions, its composition and selection criteria, the induction procedure, the rules for convening and conducting board meetings, the submission of information, its evaluation and the definition of its remuneration, among other aspects.

It should be noted that the Board of Directors deploys a work plan that contributes to the efficiency of key functions, among which the following stand out:

- To evaluate, approve and direct the corporate strategy; set objectives and targets, as well as major action plans, monitoring, control and risk management policy, annual budgets and business plans and monitor their implementation; and oversee major expenditures, investments, acquisitions and disposals.
- To select, monitor and, where necessary, replace senior executives and determine their remuneration.
- To evaluate the remuneration of chief executives and board members, ensuring that the procedure for electing directors is formal and transparent.
- To monitor and control potential conflicts of interest between management, Board members and shareholders, including fraudulent use of corporate assets and abuse in stakeholder transactions.
- To ensure the integrity of the company's accounting systems and financial statements, including an independent audit, and the existence of adequate control systems, in particular financial and non-financial risk control and legal compliance.
- To monitor the effectiveness of the governance practices under which it operates, making changes as necessary.
- To oversee information policy.

The roles of the Chairman of the Board and the Chief Executive Officer are clearly defined in the Bylaws and in the company's internal regulations, in order to avoid duplication of functions and possible conflicts.

The General Management should have sufficient autonomy to carry out its functions properly, following the guidelines established by the Board of Directors, and within the same principles of diligence, loyalty and reserve that govern the latter. It must also comply with the approved policy of providing information to the Board of Directors or to individual directors, without prejudice to the responsibilities established in the Bylaws.

Election of the Board

The Board brings together different points of view and approaches resulting from the diversity of skills and backgrounds of the directors, their professional experience and their moral and economic solvency.

Pursuant to the provisions of the SMV (SMV Resolution No. 016-2019-SMV/01 of June 2019), at least one third of the Board of Directors must be comprised of independent directors. The criteria for determining the independence of Ferreycorp's directors are specified in the company's bylaws and aligned with those published by the SMV, which has indicated that a director's independence is defined by his or her dissociation from the company, its shareholders and management. Likewise, directors are required to declare their independence on an annual basis.

The Board of Directors is elected by the Shareholders' Meeting in a specific manner and through the *Proxy Statement* the professional background of the candidates is made known to the shareholders in advance. The curriculum vitae, the director's independent status, date of birth and gender are published on Ferreycorp's website.

Thus, on 29 March 2023, the Shareholders' Meeting appointed Ferreycorp's Board of Directors for the period 2023-2026, composed of nine members; five of them are independent, two are women, one is a foreigner, and they have varied professions and experience. This ensures a plurality of opinions and decision making based on proper deliberation, taking into account the best interests of the company and its shareholders. The chairman and vice-chairman are selected by the members of the Board of Directors.

The topics of each meeting must be made available to directors in advance for review, unless they constitute strategic matters requiring confidentiality, in which case the necessary mechanisms will be defined to evaluate the information appropriately. Thus, Ferreycorp provides the channels and procedures for elected directors to effectively participate in the monthly meetings, even if not in person.

After their election, the new Board members participated in an induction meeting on the strategies, business plans, structure and results of the different companies of the organization. Re-elected members underwent such an induction in 2020, when they were first appointed.

Board Committees

The Board of Directors of the corporation has four special support committees, preferably composed of independent directors, in order to make impartial decisions in case of conflicts of interest. They are chaired for the most part by an independent director and all of them include the chairman of the board and the general manager.

The directors participate in monthly meetings and in special committees, which are: i) Audit and Risk; ii) Nominating, Compensation, Corporate Governance and Sustainability; iii) Innovation and Systems; and iv) Investment. The first three committees mentioned

above are chaired by independent directors. These committees held 5, 4, 2 and 4 meetings, respectively, in 2023.

In addition, in 2023 the Board of Directors carried out a self-assessment of its performance during the year, covering the convening, agenda, meetings and its conduct. It should be noted that, on an interannual basis, the management of the Board of Directors is evaluated by an external consultant. The last external evaluation corresponded to the 2021 fiscal year.

Information transparency

Established by the Board of Directors, the information policy for shareholders, investors and the market in general comprises, in a formal, orderly and comprehensive manner, the guidelines, standards and criteria to be adopted in the handling, compilation, preparation, classification, organization and/or distribution of the information generated or received by the company.

At the same time, it brings together all the aspects likely to influence the economic decisions of users, such as the organization's objectives, the list of the members of the Board of Directors and Senior Management, the shareholding structure, the description of the economic group to which it belongs and the financial statements, among others.

In this context, Ferreycorp disseminates accurate and regular information on all relevant matters, such as the financial situation, business performance, market situation, economic group information and the delivery of rights to shareholders, among others. It performs this function on the basis of strict procedures for the handling of confidential and privileged information, and constant interaction with shareholders. To this end, it uses different channels, such as the website for investors and communications with the market regulator.

Specifically, regarding the treatment of inside information, the Corporate Code of Conduct to Safeguard Confidentiality, Transparency and Dissemination of Information to the Capital Markets includes the *Blackout Period*, which establishes that all persons who, in the performance of their duties, have access to inside information may not buy or sell securities of Ferreycorp and its companies during the fifteen days prior to the publication of results. Repurchase transactions in own-issued securities must avoid insider trading, so the *Blackout Periods* also apply to Ferreycorp in its own-issued securities transactions, including treasury shares.

Ferreycorp, in line with the good practice of making available to the market different points of contact to access information, reached 344 investors in 2023 through various individual and group conference calls with local and foreign investors; participated in virtual and face-to-face conferences organised by brokerage firms and investment banks; and organised face-to-face meetings that allowed it to interact with its main institutional investors, to whom the corporation's results and strategy were presented in detail.

Similarly, it continued in 2023 with the quarterly publication of results, with the analysis and discussion of the same -both in English and Spanish-, and with the holding of quarterly *conference calls*, accompanied by a *webcast*, with the participation of institutional investors, *retail* investors, risk rating agencies, investment banks and national and foreign analysts. The company considers that the deployment of these mechanisms for disseminating important company information has made it possible for foreign funds to invest and maintain a significant shareholding in the company.

The Corporate Finance Department is made up of the Corporate Treasury and Investor Relations Department, an area with a team dedicated exclusively to its attention, in line with the corporation's vocation and commitment to transparency and proximity to the market.

Risk and compliance

During the year, the implementation of the Compliance System for the prevention of corruption offences in the corporation and its companies was strengthened. In this way, Ferreycorp systematizes, organizes, and executes various initiatives in this area.

In turn, Ferreycorp has a Corporate Policy on Comprehensive Risk Management and a comprehensive risk management system, which enables it to identify, measure, administer, control and monitor critical situations within the organization, covering all of the corporation's companies.

It is worth noting that by the end of 2023, Ferreycorp and all of its companies in Peru had obtained anti-corruption certification from Empresarios por la Integridad and, some of them, ISO-37001. For more information on these points, see the Compliance and Risk Management section in the Sustainable Management chapter of the Annual Report 2023.

SECTION B:

Evaluation of compliance with the Principles of the Code of Good Corporate Governance for Peruvian Companies

PILLAR I: Shareholder's Rights

Principle 1: Parity of treatment

Question I.1	Yes	No	Explanation:
<i>Does the company recognize in its performance equal treatment of shareholders of the same class and who maintain the same conditions (*)?</i>	x		The company has only one type of share: common stock, with the same rights and conditions.

(*) The same conditions are understood to be those particularities that distinguish the shareholders, or cause them to have a common characteristic, in their relationship with the company (institutional investors, non-controlling investors, etc.). It should be noted that this in no way implies that the use of privileged information is favored.

Question I.2	Yes	No	Explanation:
<i>Does the company only promote the existence of classes of voting shares?</i>	x		The company has only one type of share and each share entitles its holder to cast one vote.

a. Regarding the capital of the company, specify:

Capital subscribed at year-end	Paid-in capital at year-end	Total number of shares representative of capital	
S/ 946,063,288.00	S/ 946,063,288.00	946,063,288.00	

b. Detail the following information for each class of shares held by the company:

Class	Number of shares	Nominal value	Political Rights (*)	Economic rights (*)
Common Stock	S/946,063,288.00	S/1.00	<ul style="list-style-type: none"> - To intervene and vote at general or special shareholders' meetings. - To supervise, in the manner established by law and the Bylaws, the management of corporate business. - To be preferred, subject to the exceptions and in the manner provided for by law, for the subscription of shares in the event of an increase in share capital and in other cases of placement of shares and for the subscription of debentures or other securities convertible or convertible into shares. - To withdraw from the company in the cases provided for by law or by the Bylaws. 	<ul style="list-style-type: none"> - To participate in the distribution of profits. - To participate in the distribution of the net assets resulting from the liquidation.

(*) In these fields the particular rights of the class should be indicated, such as participation and vote in the GSM, share subscription, treatment in corporate reorganization, transfer of rights, others.

Question I.3	Ye	No	Explanation:
<i>If the company has investment shares, does the company promote a policy of voluntary redemption or exchange of investment shares for common shares?</i>		x	Not applicable, the company does not have investment shares.

Principle 2: Shareholder participation

Question I.4	Yes	No	Explanation:
<i>a. Does the company establish in its corporate documents the form of representation of the shares and the person responsible for the registration in the share registry?</i>	x		The form of representation of the shares is detailed in the Company's Bylaws, establishing that the shares may be represented by certificates, book entries or any other form permitted by law. Likewise, a person responsible for the share registration has been defined in the corporate confidentiality policy and in the job description of the Investor Relations Analyst.
<i>b. Is the share registry kept permanently updated?</i>	x		Every day the Investor Relations area modifies everything related to the transfer of shares, as soon as the information is received from Cavali, including the number of shares and keeping the registration up to date. The information is verified monthly with Cavali's reports.

Indicate the frequency with which the share register is updated, after becoming aware of any changes.

Frequency:	Within forty-eight hours	x
	Weekly	
	Other / Detail (in working days)	

Principle 3: Non-dilution in equity interest

Question I.5	Yes	No	Explanation:
<i>1. Does the Company have a policy that the proposals of the Board regarding corporate transactions that may affect the shareholders' right of non-dilution (i.e. mergers, spin-offs, capital increases, among others) are previously explained by such body in a detailed report with the independent opinion of an external advisor of recognized professional solvency appointed by the Board?</i>	x		This policy is included in Article 15 of the Board Regulations.

2. Does the company have a policy of making such reports available to shareholders?	x	The Company has hired external consultants when it has carried out operations that could affect the shareholders' right of non-dilution, as in the case of issuance of securities, corporate reorganization and capital reduction, and their conclusions were presented to the Board. Article 15 of the Board of Directors' Regulations contains the corresponding policy, which includes making the aforementioned reports available to shareholders.
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In the event that during the fiscal year the company has carried out corporate operations under the scope of number 1 of question I.5, and if the company has independent directors (*), specify whether in all cases:

NOT APPLICABLE

	Yes	No
Did all independent directors vote in favor of the appointment of the external advisor?		
Did all the independent directors clearly express their acceptance of the aforementioned report and support, if applicable, the reasons for their disagreement?		

(*) Independent directors are those who, in accordance with the Guidelines for the Qualification of Independent Directors, approved by the SMV, qualify as such.

Principle 4: Shareholder information and communication

Question I.6	Yes	No	Explanation:
Does the company determine the responsible parties and means for shareholders to receive and/or require timely, reliable and truthful information?	x		<p>Without prejudice to the information responsibilities of the general manager, in accordance with article 190 of the General Corporations Law, the Corporate Finance Manager and the Corporate Treasury and Investor Relations manager receive and respond to requests for information.</p> <p>Likewise, the persons in charge of receiving, processing and responding to shareholders' requests for information are:</p> <p>Jonathan Fonseca, Investor Relations Analyst is in charge of attending to shareholder requests, especially regarding share ownership, delivery of cash dividends, participation on the Board, etc.</p> <p>Rafael Solari, Investor Relations executive, in charge of supporting the Corporate Treasury and Investor Relations manager in meeting the information requirements of shareholders, investors, analysts, risk rating agencies and the general public and ensuring compliance with the Principles of Good Corporate Governance, especially with regard to transparency of information.</p>

		Jimena De Vinatea, Corporate Treasury and Investor Relations Manager, in charge of meeting the information requirements of shareholders, investors, analysts, risk rating agencies and the general public, and ensuring compliance with the Principles of Good Corporate Governance, especially with regard to transparency of information.
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- a. Indicate the media through which shareholders receive and/or request information from the company.

Media	Receive information	Request information
At the company's offices	X	X
E-mail address	X	X
By telephone	X	X
Corporate website	X	X
Postal mail		
Informative meetings (face-to-face or virtual)	X	X
Social Network	X	X
Others / Detail	Website of the Superintendency of the Securities Market	

- b. Does the company have a maximum period for responding to requests for information submitted by shareholders?

Yes	X
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No	
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If your answer is affirmative, specify this time period.

Maximum period (in working days)	3
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Question I.7	Yes	No	Explanation:
<i>Does the company have mechanisms for shareholders to express their opinion on the development of the company?</i>	X		The definition of mechanisms for shareholders and investors to express their views on the development of the company is contained in the Shareholders' Meeting Regulations. In addition, participation is facilitated at the meeting and at the quarterly results presentations where shareholders can express opinions and ask questions.

If your answer is affirmative, describe the mechanisms established by the company for shareholders to express their opinion on the development of the company.

Media	Express their opinion
At the company's offices	X
E-mail address	X
By telephone	X
Corporate website	
Postal mail	
Informative meetings (face-to-face or virtual)	X
Social Network	X
Other / Detail	

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Principle 5: Participation in company dividends

Question I.8	Yes	No	Explanation:
1. <i>Is compliance with the Dividend Policy subject to periodically defined evaluations?</i>	x		<p>A table with the profit distribution approved at the General Shareholders' Meeting and the dividends to be distributed, as well as the record and payment date, is published annually on the corporate website.</p> <p>In addition, each year, at the beginning of the General Shareholders' Meeting, the implementation of the resolutions adopted at the previous year's meeting is reviewed, including compliance with the profit distribution approved in accordance with the current dividend policy.</p>
2. <i>Is the Dividend Policy made known to shareholders?</i>	x		<p>On the corporate website there is an exclusive section on dividends, which discloses the dividend policy, cut-off, record and payment dates, as well as a historical table with dividends paid and a calculator for shareholders to determine the amount of dividends they will receive: https://www.ferreycorp.com.pe/inversionistas/dividendos/</p>

- a. If your answer to number 2 of question I.8 is affirmative, specify the media by which the company made the dividend policy available to the shareholders.

Media	Dividend policy provision
At the company's offices	X
E-mail address	X
By telephone	X
Corporate website	X
Postal mail	
Informative meetings (face-to-face or virtual)	X
Social Network	
Others / Detail	SMV

b. In the fiscal year reported, has the company's dividend policy been complied with?

Yes	<input checked="" type="checkbox"/>
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No	<input type="checkbox"/>
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If your answer is negative, indicate the motives or reasons why the company has not complied with its dividend policy during the fiscal year.

c. Indicate the Company's dividend policy applicable to the fiscal year.

Approval date	03/27/2019
Criteria for profit distribution according to the dividend policy.	<p>The policy states that: "The dividend to be distributed in cash shall be equivalent to 5% of the par value of the shares issued at the time the meeting is called, and the amount to be distributed may reach up to 60% of the freely distributable profits for the annual fiscal year.</p> <p>In the case that 5% of the par value of the shares issued at the time the meeting is called is less than 60% of the freely distributable profits obtained at the end of the year, the meeting may distribute a higher cash dividend, whose ceiling shall be equivalent to 60% of the profits for the fiscal year. However, the meeting may, at the proposal of the Board, approve a distribution of extraordinary dividends in excess of the maximum ceiling of the policy, when extraordinary income is generated or there is a relevant variation in market or business circumstances, which produce an excess of liquidity.</p> <p>Likewise, the Board may propose and agree to distribute interim dividends during the corresponding fiscal year, or after the end of the fiscal year until the dividend is determined. This decision shall be based on the information in the financial statements showing the existence of distributable profits in the current fiscal year.</p> <p>The delivery of extraordinary dividends and the distribution of interim dividends shall be made when no alternative uses are contemplated for the surpluses, such as the payment of debt, the increase of working capital or the realization of new investments, among others. Likewise, such distributions must not trigger a situation of non-compliance with the obligations and financial ratios agreed with third parties, nor affect the financial capacity of the company to meet the payment of its corporate obligations, based on the report submitted by the general management."</p>

- d. Indicate the cash and stock dividends distributed by the company in the fiscal year and in the previous fiscal year.

Per share	Dividends per share			
	Fiscal year reported		Fiscal year prior to reporting year	
	In cash	In shares	In cash	In shares
Joint action	0.245767484395	-	0.2597846569870	-

Principle 6: Change or takeover

Question I.9	Yes	No	Explanation:
<i>Does the company maintain policies or agreements not to adopt anti-takeover mechanisms?</i>		x	Ferreycorp has no policies or agreements to adopt anti-takeover mechanisms.

Indicate whether any of the following measures have been established in your company

	Yes	No
Requirement of a minimum number of shares to become a director		x
Minimum number of years as director to be appointed as Chairman of the Board		x
Severance arrangements for executives/officers as a result of changes after a takeover bid and/or corporate reorganization.		x
Others of a similar nature/ Detail (example: establishment of supermajorities to approve mergers, <i>stock option</i> plans for employees, among others).	No.	

Principle 7: Arbitration for Dispute Resolution

Question I.10	Yes	No	Explanation:
<p>a. Do the Company's Bylaws include an arbitration agreement that recognizes that any dispute between shareholders, or between shareholders and the Board, as well as the challenge of resolutions of the GSM and the Board by the Company's shareholders, shall be submitted to arbitration at law?</p>	x		<p>In 2016, the Shareholders' Meeting approved the amendment of the Bylaws to include an arbitration clause.</p>
<p>b. Does such a clause make it easier for an independent third party to resolve disputes, except in the case of express legal reservation before the ordinary courts?</p>	x		<p>The arbitration clause establishes that disputes shall be submitted to the unappealable decision of an arbitration tribunal composed of three (3) members. The arbitration will be at law and administered by the arbitration center of the Lima Chamber of Commerce or the American Chamber of Commerce of Peru (Amcham-Peru), at the option of the party raising the dispute, which will be subject to the Arbitration Rules of the aforementioned center and will be held in the city of Lima.</p>

In the event that resolutions of the GSM and the Board have been challenged by shareholders or others involving the Company during the fiscal year, specify the number of such challenges.

Number of challenges to GSM resolutions	0
Number of challenges to Board' resolutions	0

PILLAR II: General Shareholders' Meeting

Principle 8: Role and competence

Question II.1	Yes	No	Explanation:
<i>Is it the exclusive and non-delegable function of the GSM to approve the remuneration policy of the Board?</i>	x		The compensation policy for the Board is established in the Company's Bylaws, which was approved by the General Shareholders' Meeting.

Indicate whether the following functions are exclusive and non-delegable to the GSM, and if not, specify the Body that performs them.

	Yes	No	Body
To provide for investigations and special audits		x	It is not only the power of the General Shareholders' Meeting, but also of the Board/Management.
To agree to the amendment of the Bylaws	x		
To agree to an increase in capital stock	x		
To agree on interim dividend distribution		x	Board of Directors (Express delegation indicated in the Dividend Policy approved by the General Shareholders' Meeting)
To appoint external auditors		x	This is a function of the GSM. However, it is usual to delegate this power to the Board of Directors.

Principle 9: Regulations for the General Shareholders' Meeting

Question II.2	Yes	No	Explanation:
<i>Does the company have an GSM Regulation, which is binding in nature and its non-compliance entails liability?</i>	x		The Shareholders' Meeting Regulations state that both the Bylaws and the Internal Regulations of Shareholders' Meetings are mandatory for the respective instances and are therefore binding, and non-compliance with them entails liability.

- a. Specify whether the following procedures are contemplated in the GSM regulations or, if not, indicate in which document such procedure is contemplated, as the case may be:

	Yes	No
Calls for the GSM in person	x	
Convening of non-face-to-face GSM in accordance with the bylaws or regulations permitting such an GSM.	x	
Incorporating agenda items from shareholders	x	
Provision of additional information to shareholders for GSM	x	
Development of the GSM	x	
Appointment of the members of the Board of Directors	x	
Shareholder representation at GSM	x	
Shareholder participation at the GSM	x	
Distance voting by electronic or postal mail	x	
Other relevant in the GSM regulations / Details		

- a. Indicate whether the procedure that regulates the development of the General Shareholders' Meeting establishes the mechanisms for shareholders to express their opinion on the following matters:

	Yes	No
1. About the management of the company and the economic results of the company.	X	
2. About a new proposal of agreement, with respect to one or more of the items on the agenda.	X	

Principle 10: Convening Mechanisms

Question II.3	Yes	No	Explanation:
<i>In addition to the convening mechanisms established by law, does the company have convening mechanisms that allow it to establish contact with shareholders, particularly with those who do not have an interest in the control or management of the company?</i>	x		The company prepares a shareholder letter, a <i>proxy statement</i> with the development of the agenda and a proxy form, in Spanish and English versions. These documents are distributed to shareholders, posted on the website and sent to the Superintendence of Securities Market (SMV) as a Significant Event. The company establishes contact with the investors' <i>proxy voting team</i> to answer any questions that may arise regarding the agenda items and to ensure not only the <i>quorum</i> , but also the quality of the vote. Shareholders' consultations are attended to regarding the agenda items to be submitted for approval at the Meeting, and at meetings with investors it is announced that

		<p>the Meeting will be held in March to ensure their participation.</p> <p>The person in charge of the Securities Department communicates by telephone or e-mail with shareholders and follows up on their participation in the Meeting, either directly or through a representative.</p>
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a. Complete the following information for each of the GSM held during the fiscal year:

Date of notice of announcement	Date of the GSM (*)	Modality of the GSM	Type of the GSM		Universal GSM		Quorum % of installation	No. of Shareholders Attending	Participation (%) of the total amount of shares with voting rights		
			Especial	General	Yes	No			Through proxies	Direct fiscal year (**)	Did not exercise his right to vote
February 22, 2023	March 29, 2023	Non presential		x		x	68.2035%	100	94.00%	6.00%	0.00%

(*) Specify if the GMS was face-to-face or non-face-to-face

(**) Direct voting includes voting by any means or modality that does not imply representation.

b. What media, in addition to those contemplated in Article 43 of the General Corporations Law and the provisions of the Regulation on Material Facts and Proprietary Information, did the company use to disseminate the notices of the GSM during the fiscal year?

Media	Disseminate the announcement
At the Company's offices	X
E-mail address	X
By telephone	X
Corporate website	X
Postal mail	
Informative meetings (face-to-face or virtual)	X
Social Network	
Others / Detail	

c. In the notices of announcement made by the company during the fiscal year:

	Ye s	No
Was the location of the information regarding the agenda items to be discussed at the GSM specified?	X	
Was the location of information on proposed resolutions to be adopted (motions) at the GSM specified?	X	
Were the following included as agenda items: "other items", "miscellaneous items" or similar?		x
Was it specified where the model letter of representation to the GSM was available?	X	

Question II.4	Yes	No	Explanation:
<i>Does the company make available to shareholders all information regarding the items on the GSM agenda and the proposed resolutions that it intends to adopt (motions)?</i>	X		<p>The shareholders have at their disposal, prior to the Meeting, the items on the agenda with a development of the proposals and the documents to be approved, such as the Annual Report; the Report on Compliance with the Code of Good Corporate Governance for Peruvian Companies and the Sustainability Report; and the Financial Statements, which are communicated as Significant Matters fact and through the corporate website in the section of the Board of shareholders.</p> <p>In addition, for the non-face-to-face shareholders' meetings held since 2020, an informative document was made available describing the procedure for accreditation and holding the meeting, as well as a guide for the use of the Iquorum platform, through which the meeting was held.</p>

a. If your answer is affirmative, specify the media for dissemination of the documentation supporting the agenda items and motions of the GSM held during the fiscal year.

Media	Supports points and motions
At the Company's offices	X
E-mail address	X
By telephone	X
Corporate website	X
Postal mail	
Informative meetings (face-to-face or virtual)	X
Social Network	
Others / Detail	

- b. Indicate which were the supporting documents or motions you disclosed for the GSM during the fiscal year (you may check more than one option):

Resume of the director candidates.	x
Proposed text for modification of the articles of the Bylaws and reason for the change.	x
Proposed text for modification of articles of the GSM Regulations and the reason for the change.	
Proposed text modification of the Dividend Policy and the reason for the change.	
Proposal for the application of utilities.	x
Proposal of services and trajectory of the External Auditing Company.	x
Other relevant (detail):	Annual Report which includes the Sustainability Report, Audited Financial Statements

Principle 11: Agenda item proposals

Question II.5	Yes	No	Explanation:
<i>Do the GSM Regulations include mechanisms that allow shareholders to exercise the right to formulate proposals for agenda items to be discussed at the GSM and the procedures for accepting or rejecting such proposals?</i>	x		The Meeting Regulations establish that GSM may send a communication to the Chairman of the Board by letter, e-mail or Ferreycorp S.A.A.'s website, preferably before February 15 and at the latest before the expiration of the deadline to call the meeting, requesting the inclusion of any material issue that could affect the rights of the shareholders. The Chairman will submit it to the consideration of the Board, which will approve the call to the General Meeting and establish the agenda items. The Board will evaluate the shareholders' requests and, if it considers them to be in accordance with the corporate interest, will proceed to include them as agenda items. If the Board rejects any of these requests, through its Chairman, it will communicate the decision in writing to the requesting shareholder with the corresponding justification on the day following the Board meeting.

- a. Indicate the number of requests submitted by shareholders during the year to include agenda items to be discussed at the GSM:

Minimum percentage of shares of capital stock to be represented by the shareholders in order to submit proposals.	Deadline (in working days) before the GSM to formulate the proposed agenda item proposal	Maximum period (in business days) in which the company responds (accepts or rejects) the proposal submitted	Media by which the company responds (accepts or rejects) the proposal submitted.
No minimum	Preferably before February 15 and at the latest before the expiration of the deadline to call the meeting (not less	The day after the Board of Directors' meeting at which the notice of meeting and agenda	The Chairman of the Board of Directors provides a written response accepting or rejecting the proposal

	than 25 days prior to the date on which the General Shareholders' Meeting is to be held).	items are approved.	presented.
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- b. Indicate the number of requests submitted by shareholders during the year to include agenda items to be discussed at the GSM, and how they were resolved:

Number of requests		
Received	Accepted	Denied
1	1	0

- c. In the event that requests to include agenda items to be discussed at the GSM have been denied during the fiscal year, indicate whether the company communicated the basis for the denial to the requesting shareholders.

In all requests	
In some requests	
In none of the requests	

NOT APPLICABLE

Principle 12: Procedures for the exercise of the right to vote

Question II.6	Yes	No	Explanation:
<i>Does the company have mechanisms in place that allow the shareholder to vote remotely by secure, electronic or postal means, which guarantee that the person casting the vote is indeed the shareholder?</i>	x		Since 2020, due to the COVID-19 pandemic, the Superintendence of the Securities Market (SMV) established the rule allowing the execution of shareholders' meetings virtually. Ferreycorp has held five meetings (July 2020, March 2021, November 2021, March 2022 and March 2023) virtually through Webex and Iqorum platforms; votes are carried out point by point virtually and validated by a notary public. Shareholders who are not present at the GSM in person can therefore exercise their vote remotely through the platform. In some cases, the custodian bank has voted on the platform on behalf of shareholders, submitting the respective proxy with voting instructions. Proxies are also received from shareholders sent by mail or electronically indicating their voting intentions individually for each of the items on the agenda.

- a. If applicable, indicate the mechanisms or means that the company has for the exercise of remote voting.

Voting by electronic media	x	Voting by postal media	
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a. In case remote voting has taken place during the fiscal year, provide the following information:

Meeting Date	% remote voting				% remote voting / total
	E-mail	Corporate website	Postal mail	Others	
03/29/2023				100%	100%

Question II.7	Yes	No	Explanation:
<i>Does the corporation have corporate documents that clearly specify that shareholders may vote separately on those matters that are substantially independent, so that they may cast their votes separately?</i>	x		The shareholders meeting regulation, in article 15, state that shareholders may vote separately on those matters that are substantially independent, so that they may cast their votes separately.

Indicate whether the company has corporate documents that clearly specify that shareholders may vote separately for:

	Yes	No
The appointment or ratification of the directors by voting individually for each of them.	x	
The amendment of the Bylaws, for each article, or article group that are substantially independent.	x	
Others / Detail		

Question II.8	Yes	No	Explanation:
<i>Does the corporation enable those who represent several shareholders to cast differentiated votes for each shareholder, in order to allow them to comply with the instructions of each person being represented?</i>	x		The voting is differentiated not only for each represented shareholder, but also for each point in the agenda.

Principle 13: Delegation of voting rights

Question II. 9	Yes	No	Explanation:
Does the corporation's Bylaws enable shareholders to delegate their vote to anyone?	x		Article 24 of the Corporation's Bylaws and Article 10 of the General Shareholders' Meeting Regulations state that shareholders entitled to attend the general meeting may be represented by another shareholder, by the custodian bank of their shares or by any other person. In addition, the procedures to be followed are specified.

If your answer is negative, indicate whether the Bylaws limits the right of representation to any of the following persons:

Not Applicable

	Yes	No
Another shareholder		
A director		
A manager		

Question II.10	Yes	No	Explanation:
1. Does the corporation have in place procedures that describe the conditions, means and formalities to be complied when votes are delegated?	x		In addition to being mentioned in the Bylaws, the procedures are detailed in the Internal Regulations for Shareholders' Meetings.
2. Does the corporation make available to the shareholders a model proxy form, which includes the information of the proxies, the matters for which the shareholder delegates his/her vote, and if applicable, the direction of his/her vote for each of the proposals?	x		For the 2023 Non-presential Shareholders' Meeting, a <i>proxy statement</i> was made available to shareholders, which includes the development of each of the items on the agenda and a model proxy form, which includes a space for shareholders to enter the details of the person who will represent them at the Meeting, in addition to the agenda items and a space to mark the direction of the vote independently for each one of them.

- a. If your answer is affirmative to question II.10 numeral 2, indicate the media by which the company made available the aforementioned model proxy statement at the GSM held during the fiscal year:

Media	Sample Letter Layout
At the Company's offices	X
E-mail address	X
Corporate website	X
Postal mail	
Informative meetings (face-to-face or virtual)	
Social Network	
Others/Detail	SMV

- b. Indicate the minimum content and formalities required for a shareholder to be represented at a General Shareholders' Meeting:

Minimum content (e.g. data of the representatives, direction of the vote for each of the items on the agenda, or others).	Number of shares owned by the shareholder, name and identity document of the designated representative, direction of the vote with reference to each of the agenda items, signature.
Formality (indicate whether the company requires a simple letter, notarized letter, public deed or other).	Simple letter
Anticipation (number of business days prior to the GSM with which the proxy must be submitted).	1
Cost (indicate if there is a fee required by the company for this purpose and how much it amounts to).	None

Question II.11	Yes	No	Explanation:
1. <i>Does the corporation have a policy of establishing limitations on the percentage of proxy voting in favor of members of the Board of Directors or Senior Management?</i>	X		<p>Article 10 of the Shareholders' Meeting Regulations was amended to limit the percentage of proxy voting in favor of members of the Board of Directors or Senior Management. This article establishes that when the representation and delegation of votes is conferred to the Chairman of the Board of Directors, a director or the General Management of the Company, a number of shares representing 20% of the capital will be accepted as a maximum limit. The assignment of proxies will be made in accordance with the date and time of receipt of the proxies sent to the Company. In case it exceeds 20%, the corporation will establish a secondary proxy to represent such votes, in case the same shareholder has not designated another person as such, in the manner to be specified in the proxy form.</p> <p>For the Annual General Meeting of Shareholders held in 2023, a paragraph citing the aforementioned limit was included in the proxy form sent to the</p>

		shareholders. At the beginning of the March 29, 2023 meeting, it was noted that the maximum number of shares represented by a single proxy, including directors and management, was 7.08%, below the established limit.
2. <i>In cases of delegation of votes in favor of members of the Board of Directors or Senior Management, does the Company have a policy that shareholders who delegate their votes clearly state the direction of their votes?</i>	x	This policy has been included in the regulations of the General Shareholders' Meeting. The policy is that all shareholders who give proxies to the Board of Directors and Senior Management express the sense of their vote. The form by which shareholders grant proxies includes each agenda item so that they can mark "for", "against" or "abstain".

Principle 14: Follow-up of GSM agreements

Question II.12	Yes	No	Explanation:
1. <i>Does the company follow up and document the resolutions adopted by the GSM?</i>	x		In the fiscal year 2023, we followed up on the Significant Event published on 29 March, which communicates the resolutions of the General Meeting: (1) Approval of the Corporate Management (EEFF and Annual Report), (2) Distribution or Application of Profits, (3) Amendment of Art. 32° of the Bylaws and of the term of office of the Board of Directors 2020-2023 and election of the Board of Directors for the period 2023-2026, (4) Appointment of the external auditors for the fiscal year 2023 and (5) Delegation of powers to sign public and/or private documents regarding the resolutions adopted by this shareholders' meeting. The company monitors the resolutions, both from the Board of Directors and from the General Management, Financial Management and Corporate Affairs Management.
2. <i>Does the Corporation's Senior Management issue periodic reports to the Board of Directors on such agreements and are they made available to the shareholders?</i>	x		Management issues a report to the Nominating, Compensation, Corporate Governance and Sustainability Board Committee on the progress of the resolutions adopted at the Shareholders' Meeting and this report is made available to shareholders through the corporate website.

- a. If applicable, indicate the area and/or person responsible for following up on the resolutions adopted by the GSM. In the event that a person is responsible, additionally include his/her position and area in which he/she works.

Area in charge	General Management
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Person in charge		
Name and surname	Position	Area
Mariela García Figari de Fabbri	General Manager	General Management

- b. If your answer is affirmative to question II.12 numeral 2, indicate the media by which the company makes such reports available to the shareholders:

Media	If applicable
At the Company's offices	X
E-mail address	X
Corporate website	X
Postal mail	
Informative meetings (face-to-face or virtual)	X
Social Network	
Others/Detail	

PILLAR III: Board of Directors and Senior Management

Principle 15: Board composition

Question III.1	Ye	No	Explanation:
<i>Has the company established and applies selection and permanence criteria so that its Board of Directors is made up of people with different specialties and competencies, with prestige, ethics, economic independence, sufficient availability and other qualities relevant to the company, so that there is a plurality of approaches and opinions?</i>	X		<p>The General Shareholders' Meeting held on March 29, 2023 elected Ferreycorp's Board of Directors for the period 2023-2026.</p> <p>The Appointments, Remuneration, Corporate Governance and Sustainability Committee proposed a list of candidates to the Board, seeking a diverse Board that includes different profiles and allows for an appropriate presence of independent directors. It was verified that the selection considered candidates of good performance, experience and professional quality, as well as knowledge, skills and personal qualities.</p>

- a. Provide the following information about the members of the corporation's Board during the fiscal year:

Name and surname (Nationality; Sex; Year of birth; Dates)	Professional Training	Other Positions / Directories (***)
Directors (excluding independent ones)		
Thiago de Orlando e Albuquerque Nationality: Brazilian Sex: Male Year of Birth: 1982	Engineer graduated from Universidade Federal do Rio de Janeiro and holds a master's degree in Business and Finance from Fundação Getulio Vargas. He is also a Certified Financial Analyst (CFA). He	1. Director of Ferreyros S.A. (Company of the Ferreycorp group). 2. Founding partner of Onyx Equity Management.

Start date (*): 07/30/2020 End date (**): N/A	participated in programs at Harvard Kennedy School and Columbia Business School.	
Manuel Bustamante Olivares Nationality: Peruvian Sex: Male Year of Birth: 1937 Start date (*): 03/31/2011 End date (**): N/A	Lawyer by profession, graduated from the Faculty of Law of the Pontificia Universidad Católica del Perú.	<ol style="list-style-type: none"> 1. Director of Ferreyros S.A. (Company of the Ferreycorp group). 2. Member of the Board of Directors of La Positiva group: Alternate Director of La Positiva Vida Seguros y Reaseguros; Director of Transacciones Financieras S.A. 3. President of the Board of Directors of Fundación Chilca S.A. 4. Bustamante Group: Chairman of the Board of Directors of Inmobiliaria Buslett S.A.C.; Chairman of the Board of Directors of Buslett S.A.; and Director of Corporación Financiera de Inversiones S.A. 5. Founding partner of Estudio Llona & Bustamante Abogados. 6. Director of the Sociedad Andina de Inversiones en Electricidad S.A. <p>* President of the Fundación Manuel J. Bustamante de la Fuente.</p> <p>* Benefactor Member of the Instituto Riva-Agüero.</p>
Mariela García Figari de Fabbri Nationality: Peruvian Sex: Female Year of Birth: 1964 Start date (*): 07/30/2020 End date (**): N/A	Graduated in Economics from Universidad del Pacifico and holds an MBA from Universidad Adolfo Ibañez in Chile and Incae in Costa Rica. She received a distinction from the latter as the 2016 Distinguished Graduate.	<ol style="list-style-type: none"> 1. Director of all Ferreycorp Group companies in Peru and abroad: Unimaq, Orvisa, Ferrenergy, Soltrak, Fargoline, Forbis Logistics, Sitech Peru, Trex Latinoamericana SpA and its subsidiaries (Maquicentro, Equipos y Servicios Trex S.p.A, Trex Overseas Investment S.A., and Trex Colombia), and Inversiones Interamericanas Corp. and its subsidiaries (Forbis Logistics Corp, Corporación General de Tractores, Compañía General de Equipos S.A. de C.V., General Equipment Company Limited, Transportes Pesados S.A. de C.V., and Heavy Parts de Centroamerica S.A. Honduras). 2. Director of Inretail <p>*Director of the Sociedad de comercio Exterior del Peru (Comex) * Director of Perú Sostenible. * Director of the Instituto Peruano de Economía (IPE) * Director of Empresarios por la Integridad.</p>
Andreas von Wedemeyer Knigge Nationality: Peruvian Sex: Male Year of birth: 1954 Start date (*): 07/07/2003 End Date (**): N/A	He is a business administrator, graduated in Hamburg, Germany, with studies at the Program for Management Development, Harvard Business School and Universidad de Piura.	<ol style="list-style-type: none"> 1. Chairman of the Board of Directors of Ferreyros S.A, a company of the Ferreycorp group. 2. Chairman of the Board of Directors of companies of the Cervesur Group: Corporación Cervesur, Creditex, Alprosa, Proagro, Servicio de Asesoría, Texgroup, Transaltisa. 3. Chairman of the Board of Euromotors; Altos Andes; Euro Camiones; Euroinmuebles; International Camiones del Perú; and Renting, as well as Inversiones Sabancaya. 4. Director of Corporation Aceros Arequipa. 5. Director of CFI Holdings S.A.

		<p>* Director of Comex Perú. * Director of the Sociedad Nacional de Industrias.</p>
Independent Directors		
<p>Raúl Ortiz de Zevallos Ferrand Nationality: Peruvian Sex: Male Year of Birth: 1954 Start date (*): 07/30/2020 End Date (**): N/A</p>	<p>Lawyer by the Pontificia Universidad Católica del Perú, where he has taught.</p>	<p>1. Director of Ferreyros S.A. (Company of the Ferreycorp group). 2. Partner of Ortiz de Zevallos Abogados SCRL 3. President of the Board of Directors of Consorcio La Parcela S.A. 5. Director of Medlog Perú S.A. 6. Director of Almacenera Grau S.A. 7. Director of Agrícola Comercial & Industrial (ACISA) * Advisor to the Board of Directors of the Sindicato Minero de Orcopampa S.A. * President of the Board of Directors of the Cultural Textil del Perú.</p>
<p>Humberto Nadal del Carpio Nationality: Peruvian Sex: Male Year of birth: 1964 Start date (*): 03/29/2017 End Date (**): N/A</p>	<p>Economist from the Universidad del Pacífico. He has an MBA from Georgetown University.</p>	<p>1. Vice-Chairman of the Board of Directors of Ferreyros S.A. (Company of the Ferreycorp group). 2. Hochschule/ Pacasmayo Group: Cementos Pacasmayo (CEO and Director); Inversiones ASPI (CEO and Vice-Chairman of the Board); and Fosfatos del Pacífico and Fossal (CEO and Director). 3. Director of Asociación de Productores de Cemento (Asocem). 4. Director of the Global Cement and Concrete Association (GCCA). 5. Inter-American Cement Federation (FICEM).</p>
<p>Javier Otero Nosiglia Nationality: Peruvian Sex: Male Year of birth: 1953 Start date (*): 03/29/2017 End date (**): N/A</p>	<p>Degree in Economics and Administration, graduated from the Universidad de Malaga, Spain.</p>	<p>1. Director of Ferreyros S.A. (company of the Ferreycorp group).</p>
<p>Alba San Martin Piaggio Nationality: Peruvian Sex: Female Year of Birth: 1964 Start Date (*): 07/30/2020 End Date (**): N/A</p>	<p>Bachelor in Administrative Sciences from Universidad de Lima, Master in Business Administration (MBA) from Universidad del Pacífico, Master in Corporate Social Responsibility and Environment from EUDE Business School (Madrid), certified in the Specialization Program for Directors from KPMG and PAD/IESE School and Global Strategic Leadership from Wharton.</p>	<p>1. Director at Ferreyros S.A. (company of the Ferreycorp group). 2. Senior Director of Channels for Latin America at Cisco Systems de Canales. 3. Director at Grupo Efe. 4. Trustee on the Board of the Cisco Foundation from 2020.</p>

Manuel Arturo del Río Jiménez Nationality: Peruvian Sex: Female Year of Birth: 1952 Start Date (*): 03/29/2023 End Date (**): N/A	A mechanical engineer from the Pontificia Universidad Católica del Perú, he holds a Master's degree in Industrial Management from Purdue University.	1. Director at Ferreyros S.A. (company of the Ferreycorp group). 2. Director of pro-bono NGO Care Peru. 3. Director at Sociedad Minera Corona.
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- (*) Corresponds to the first appointment in the reporting company.
- (**) Complete only in the event that he/she has ceased to hold the position of Director during the fiscal year.
- (***) Indicate whether the Director holds other executive positions outside the company and/or simultaneously participates in other Boards, specifying the number and whether these are part of the economic group of the reporting company. For this purpose, the definition of economic group contained in the Regulation on Indirect Ownership, Linkage and Economic Groups should be considered.

In addition, indicate the following:

% of total shares held by directors	0.18
-------------------------------------	------

	Number of women	Total Directors	% women on the Board of Directors
Presence of women on the Board of Directors	2	9	22%

b. Indicate whether there are specific requirements to become Chairman of the Board, beyond those needed to be appointed director.

Yes No

If your answer is affirmative, specify those requirements.

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c. Does the Chairman of the Board have a casting vote?

Yes No

Question III.2	Yes	No	Explanation:
Does the corporation avoid appointing deputy or alternate directors, especially because of quorum?	x		The Corporation's bylaws do not contemplate the appointment of alternate or substitute directors.

In case there are alternate or deputy directors, specify:

NOT APPLICABLE

Name and surname	Nationality	Sex (M/F)	Year of Birth	Professional training	Date		Shareholding (***)		Other positions / Board of Directors (****)
					Start Date (*)	End Date (**)	No. of shares	Part (%)	

(*) Corresponds to the first appointment in the reporting company.

(**) To be completed only if the Alternate or Alternate Director has ceased to be an Alternate or Alternate Director during the fiscal year.

(***) Mandatorily applicable only to Directors with a shareholding in the capital stock equal to or greater than 4% of the shares of the reporting company.

(****) Indicate whether the Director holds other executive positions outside the company and/or simultaneously participates in other Boards, specifying the number and whether these are part of the economic group of the reporting company. For this purpose, the definition of economic group contained in the Regulation on Indirect Ownership, Linkage and Economic Groups should be considered.

Principle 16: Functions of the Board

Question III.3	Yes	No	Explanation:
<i>Is the function of the Board of Directors? :</i>			
1. <i>To approve and manage the corporate strategy of the company.</i>	x		
2. <i>To establish objectives, targets and action plans, including annual budgets and business plans.</i>	x		
3. <i>To control and supervise the management and to be in charge of the governance and administration of the company.</i>	x		
4. <i>To supervise the adoption of good corporate governance practices and establish the necessary policies and measures for their best application.</i>	x		
5. <i>To approve procedures or policies to prevent, detect, manage, disclose and sanction conflicts of interest.</i>	x		
6. <i>To approve and oversee the design and implementation of the compensation and incentive system, ensuring that it is aligned with the company's corporate strategy, policies and financial soundness.</i>	x		

a. Specify other relevant powers of the corporation's Board.

- Call the General Shareholders Meeting
- Call the General Shareholders Meeting.
- To evaluate, approve and direct the corporate strategy, the business plan and the annual budgets of the company and its subsidiaries, given that the main activity of the company is to invest in the businesses of its subsidiaries, in many of which it has a 99% shareholding.
- To establish the board committees, the functions they will be in charge of and appoint their members, among which it should encourage the inclusion of independent directors, ensuring that they are chaired by them.
- To present annually to the shareholders the annual report, the balance sheet and the profit and loss account, recommending the application to be made of the profits.
- To ensure the integrity of the financial statements and accounting systems and the existence of risk control systems, either directly or by delegating this function to the Audit and Risk Committee.
- To accept the resignation of its members and fill vacancies in the cases provided by law and the Bylaws.
- To appoint, evaluate and remove the general manager and, if deemed convenient or necessary, the other officers of the corporation, determining their duties and granting and revoking the powers with the attributions it deems convenient, as well as appointing, evaluating and removing the Internal Auditor, according to the recommendation of the Audit and Risk Committee.
- To supervise directly, or delegating to the Nominating and Compensation Committee, the human resources policy, including the compensation and benefits policy, as well as loans to directors and management. To grant in general such powers of attorney as it deems appropriate.
- To exercise the high surveillance of all the company's business, having the power to review the accounting books of the company and especially of its subsidiary companies.
- To agree on the distribution of interim dividends on account of the results of the fiscal year, when the Board delegates such powers to it.
- To decide on all those commercial, financial and administrative matters that are convenient for the achievement of the corporate purposes without limitation as to the amount.
- To alienate and/or dispose of assets of the Company, as long as their book value at the time of extrication is not more than 50% of the company's capital.
- To establish security arrangements, such as personal property guarantees, mortgages, bonds, *warrants*, and endorsements, among others, for movable and immovable assets of the company in order to secure the various operations of the company and its subsidiaries or affiliates, as well as modifying the terms of the guarantees given and agree the adherence of the company to the necessary documentation for the constitution, modification and cancellation of those guarantees.

- To supervise compliance with the established policy for the management of confidential information, be it classified or inside information, according to the norms agreed by the company and the regulatory entities and bodies.
- To ensure compliance with the corporation's Code of Ethics and approve its amendments and modifications.
- To delegate the power to execute agreements made by the Board on directors and/or officers, giving them authorization to sign all public and private documents required for the exercise of such legal representation and to carry out the processes and procedures needed to implement those agreements.
- To evaluate regularly its own management; and
- To exercise other powers that appear expressly or implicitly in the Bylaws.

b. Does the Board delegate any of its functions?

Yes No

Indicate, if applicable, which are the main functions of the Board of Directors that have been delegated, the body that exercises them by delegation and the name of the document where such delegation is contained:

Functions	Body / Area those functions have been delegated to	Name of the document
Regulations applicable to the Compliance System	General Management	Board of Directors Agreement
Negotiation of the terms of engagement of external auditors.	General Management	Board of Directors Agreement

Principle 17: Duties and rights of the members of the Board

Question III.4	Yes	No	Explanation:
Are the members of the Board entitled to?:			
<i>a. Request assistance or input from experts to the Board.</i>	x		
<i>b. Participate in induction programs on their powers and responsibilities and to be informed in a timely manner about the organizational structure of the company.</i>	x		At the non-attended General Meeting of Shareholders on 29 March 2023, the Board of Directors was elected for the period 2023-2026. On 19 April 2023, the new Board members received an induction meeting on the strategy, business plans, structure and results of the different companies of the organization and were also

		given the main policies and rules of the corporation (Social Bylaws, Corporate Compliance Policy, Regulations of the General Shareholders' Meeting and Board of Directors, Corporate Rules for Safeguarding Confidentiality, Transparency and Disclosure of Information to the Capital Markets and Director's Affidavit). In addition, the functioning of the Board's administration platform was explained to them and a guided tour of the main facilities of the subsidiary companies was organised. The re-elected members received such induction on 13 August 2020. In addition, on 26 June 2023, the directors received a talk from Estudio Echecopar on the changes to the criminal liability regime for legal persons.
c. Receive training on topics of interest to perform their functions.	x	They receive annual training on FIUs issues.
d. Receive remuneration for the work performed, which combines recognition of professional experience and dedication to society with criteria of rationality.	x	

- a. Specify whether the members of the Board of Directors have the duty to inform the Board of Directors in a timely manner in the following cases:

	Yes	No
Ownership or holding of securities or rights to securities issued by the company		X
Conduct of transactions involving securities or rights to securities issued by the company		X
Negotiations in progress with respect to securities or rights on securities issued by the company		X
Participation in other Boards of Directors	X	

- b. If specialized advisors were hired during the fiscal year, indicate whether the list of specialized advisors of the Board of Directors who have rendered services during the fiscal year for the company's decision making was made known to the shareholders.

Yes No

If applicable, specify whether any of the specialized advisors had any relationship with any shareholder holding more than 4% of the capital stock, member of the Board of Directors and/or Senior Management (*).

Yes No

(*) For the purposes of the linkage, the linkage criteria contained in the Indirect Ownership, Linkage and Economic Groups Regulations shall be considered.

- c. If applicable, indicate whether the company conducted induction programs for new members joining the company.

Yes No

- a. Does the company have a Board of Directors' compensation policy approved by the GSM?

Yes No

- d. Indicate the percentage that the total amount of Directors' annual remuneration and bonuses represents with respect to gross income, according to the Company's Financial Statements.

Payments	(%) Gross Income	Bonuses	(%) Gross Income
Directors (excluding independent ones)	0.03%	Delivery of shares	
Independent directors	0.04%	Delivery of options	
		Delivery of money	
		Others (Detail)	

- e. Specify the remuneration scheme for the members of the Board of Directors applicable during the fiscal year:

Remuneration scheme	Fixed	
	Variable	
	Mixed (fixed + variable)	X

- f. Specify the criteria used by the company to determine the remuneration scheme for the members of the Board of Directors:

Fixed scheme	Per Board of Directors meeting		
	Per Committee meeting		
	Per month		
	Per year	X	
	Other (Detail)		

Variable scheme	For results of the fiscal year	X	
	By fulfillment of objectives		
	Other (Detail)		

Principle 18: Board of Directors Regulations

Question III.5	Yes	No	Explanation:
<i>Does the company have a Board of Directors' Regulation that is binding and its non-compliance entails liability?</i>	x		

Indicate whether the Board of Directors Regulations contain:

	Yes	No
Policies and procedures for its operation	x	
Organizational structure of the Board of Directors	x	
Roles and responsibilities of the Chairman of the Board of Directors	x	
Roles and responsibilities of the members of the Board of Directors	x	
Procedures for the identification, evaluation and nomination of candidates for Board members, who are proposed to the GSM	x	
Procedures for vacancy, termination, and succession of Board members	x	
Policies and procedures for preventing, detecting, managing and disclosing conflicts of interest of Board members	x	
Criteria used to evaluate the Board of Directors and its members.	x	
Others / Detail		

Principle 19: Independent directors

Question III.6	Yes	No	Explanation:
Is at least one third of the Board of Directors made up of independent directors?	x		Of the nine directors that compose the Board of Directors, five are independent directors.

In addition to those established in the “Guidelines for the Qualification of Independent Directors”, the Corporation has established the following criteria to qualify its Directors as independent:

1.	Not being a shareholder in a percentage greater than 1% of Ferreycorp’s capital stock, not having the capacity to exercise the right to vote in such percentage or having agreements that allow him/her to exercise the right to acquire Ferreycorp shares in such percentage.
2,	Not be a director, member of Senior Management or employee of Ferreycorp, of a company in its economic group or of any company that is a shareholder of Ferreycorp with a stake equal to or greater than 5% of its capital stock. This restriction does not apply in the case of an independent director who is re-appointed at Ferreycorp or appointed as an independent director in any group company.
3,	Not having been a director, member of Senior Management, employee of Ferreycorp, of a group company or in any company that is a shareholder of Ferreycorp with a shareholding equal to or greater than 5% of its capital stock, unless 3 years have elapsed since the end of that relationship. This restriction does not apply in the case of a director who has had independent status in the last 3 years.
4,	Not having or having had in the last 3 years a significant direct or indirect commercial or contractual business relationship of a significant nature with Ferreycorp or any other company of the group.
5.	Not be a spouse, or maintain a common-law relationship, in accordance with article 326 of the Civil Code or any rule that replaces it, or maintain an analogous relationship of affectivity, or be related by blood or affinity up to the second degree, with shareholders with a stake equal to or greater than 5% of its capital stock, members of the Board of Directors or Senior Management of Ferreycorp.
6.	Not to be a director or member of the Senior Management of another company in which a director or member of the senior management of Ferreycorp is a member of the Board of Directors, unless the latter is an independent director of the Company.

7.	<i>Not be or have been during the last 3 years a partner or employee of the corporation that provides external auditing services to Ferreycorp or any other company of the group.</i>
8.	<i>The director must not participate simultaneously as an independent director in more than 5 corporations that have at least one security listed in the RPMV. Exceptionally, the independent director may maintain such status in more than 5 companies with securities registered in the RPMV, in the event that all of them belong to the same economic group.</i>
9.	<i>The director must not have more than 10 continuous or alternating years during the last 15 years as an independent director of Ferreycorp or of any company of its economic group.</i>

Question III.7	Yes	No	Explanation:
1. Does the Board of directors declare that the candidate it proposes is independent on the basis of the inquiries it makes and the candidate's declaration?	x		For the most recent election of the Board of Directors at the Non-Personal Shareholders' Meeting in March 2023, the resumes of the candidates for the Board of Directors were published on the <i>Proxy Statement</i> . A format has been developed for the director to provide information to determine his or her independent status. Board members update this form annually in a director's affidavit.
2. Do nominees for independent directors declare their independent status to the corporation, its shareholders and directors?	x		Directors appointed in March 2023 signed the Code of Conduct Statement, which includes criteria to determine their independent status.

Indicate whether at least once a year the Board of Directors verifies that the Independent Directors maintain compliance with the requirements and conditions to be qualified as such.

Yes No

Principle 20: Operability of the Board of Directors

Question III.8	Yes	No	Explanation:
Does the Board of Directors have an annual work plan that contributes to the efficiency of its functions?	x		

Question III.9	Yes	No	Explanation:
<i>Does the corporation provide its Directors with the necessary channels and procedures so that they can participate effectively in the Board meetings, including in a non face-to-face manner?</i>	x		<i>The company has the tools and systems that guarantee the remote participation of directors in the meetings convened in a non face-to-face manner.</i>

a. Indicate the following in relation to the Board of Directors' meetings held during the fiscal year:

Number of meetings held	13
Number of meetings in which the deadlines for convening meetings have not been met.	0
Number of meetings in which the provisions or internal procedures for providing information to Directors have not been complied with.	0
Number of meetings in which no notice has been given (*)	0
Number of meetings not attended by the Chairman of the Board of Directors.	0
Number of meetings at which any of the Independent Directors did not attend.	2
Number of meetings at which one or more directors were represented by alternate or substitute directors.	N/A
Number of incumbent directors who were represented at least once.	N/A

(*) In this field, the number of meetings that have been held under the provisions of the last paragraph of Article 167 of the LGS must be reported.

b. Indicate the percentage of attendance of the directors to the Board meetings during the fiscal year.

Name and surname	Number of meetings convened	Number of convened meetings attended	Number of universal meetings attended
Thiago de Orlando e Albuquerque	13	92%	92%
Manuel Bustamante Olivares	13	100%	100%
Mariela García Figari de Fabbri	13	100%	100%
Humberto Nadal del Carpio	13	85%	85%
Manuel del Río Jiménez	13	100%	100%
Raúl Ortiz de Zevallos Ferrand	13	100%	100%
Javier Otero Nosiglia	13	100%	100%
Alba San Martin Piaggio	13	100%	100%
Andreas von Wedemeyer Knigge	13	100%	100%

- c. Indicate the average period of time prior to the Board of Directors' meetings during the fiscal year:

3 calendar days	From 4 to 6 calendar days	More than 6 calendar days
		x

- d. Indicate how long on average prior to the Board meetings during the year all the information on the matters to be discussed at such meetings was made available to the directors.

Less than 3 business days	From 3 to 5 working days	More than 5 working days
	x	

Question III.10	Yes	No	Explanation:
	a. Does the Board carry out at least once a year an objective assessment of the performance of its members, and of itself acting as a body?	x	
b. Does the Board of directors evaluate, at least once a year, in an objective manner, the performance of its members?	x		
c. Does the self-evaluation methodology alternate with evaluation by external advisors?	x		The evaluation of the Board of Directors by external advisors is carried out every two years. The last evaluation was carried out in 2022 with respect to fiscal year 2021. The next evaluation shall be carried out in 2024 for the fiscal year 2023.

- a. Indicate whether performance evaluations of the Board of Directors have been carried out during the fiscal year.

	Yes	No
Acting as body	x	
To its members...	x	

If the answer to the previous question in any of the fields is affirmative, indicate the following information for each evaluation:

Assessment	Self- Assessment			External assessment			
	Date	Date	Date	Date	Date	Dissemination of results (Yes/No)	Disseminated to (*)
	03/29/2023	No	Yes	03/15/2022	PCS	No	Yes

(*) Indicate whether the results of the evaluation were disclosed to shareholders, the Board of Directors, another body or interest group.

Principle 21: Special committees

Question III.11	Yes	No	Explanation:
1. Does the Board of Directors create special committees to focus on the analysis of the most relevant aspects for the corporation's performance?	X		
2. Does the Board of Directors approve the regulations governing each of the special committees it forms?	X		
3. Are the special committees chaired by independent directors?	x		Three of the four special committees are chaired by independent directors. These are: Nominating, Compensation, Corporate Governance and Sustainability Committee; Audit and Risk Committee; and Innovation and Systems Committee.
4. Do the special committees have an assigned budget?		x	The committees do not have a specific budget assigned to them, but should they need to incur in any services, they are assigned the resources they require.

Question III.12	Yes	No	Explanation:
Does the company have an Appointments and Remuneration Committee that is responsible for nominating candidates to the Board of Directors, who are proposed to the GSM by the Board of Directors, as well as for approving the remuneration and incentive system for Senior Management?	x		The Nominating, Compensation, Corporate Governance and Sustainability Committee's functions include receiving and processing director nominations, as well as suggesting the remuneration policy.

Question III.13	Yes	No	Explanation:
Does the company have an Audit Committee that oversees the effectiveness and adequacy of the company's internal and external control system, the work of the audit firm or independent auditor, as well as compliance with legal and professional independence standards?	x		The Audit Committee meets with the internal and external auditors.

a. Specify whether the company also has the following special committees:

	Yes	No
Risks Committee	x	
Corporate Governance Committee	x	

b. If the company has special committees, indicate the following information regarding each committee:

Name of the committee:	Nominations, Remuneration, Corporate Governance and Sustainability Committee			
Date of creation:	01/26/2005			
Main functions:	<p>a). To review progress in organizational development programs through reports on the administrative structure and human resources programs.</p> <p>b). To review the reports submitted by Management on recruitment and selection programs, performance management, salary policy, as well as training and development programs, among others, and make recommendations as appropriate, taking into consideration information available on practices in the business environment.</p> <p>c). To review reports on the hiring of senior executives, the salary scale for management and executive positions, and on the supervision of their performance by the General Management.</p> <p>d). To ensure the effectiveness of the governance practices in accordance with which it operates, proposing or approving improvements in the company's governance practices.</p> <p>e). To review the self-assessment of the Principles of Good Corporate Governance presented in the company's Annual Report.</p> <p>f). To approve the information policy through the Internal Standards of Conduct and decide, when necessary, on the qualification of certain facts as Material Facts and Privileged and Reserved Information.</p> <p>g). To identify possible sources of conflicts of interest between management, directors and shareholders, as well as supervise their follow-up by Management.</p> <p>h). To receive and process director nominations.</p> <p>i). To suggest the remuneration policy of the Board of Directors and procedures for the same.</p> <p>j). To approve the social responsibility and environmental strategy and supervise its execution.</p> <p>k). To approve the allocation of resources where necessary.</p>			
Committee members (¹): Name and surname	Date		Position within the committee	Position within the company
	Start (**)	End (***)		
Humberto Nadal del Carpio	04/26/2017		Chairman	Vice Chairman of the Board (independent director)
Manuel Bustamante Olivares	08/06/2020		Propietary	Director
Thiago de Orlando e Albuquerque	08/06/2020		Propietary	Director

Andreas von Wedemeyer Knigge	04/26/2017		Proprietary	Director
Alba San Martin Piaggio	08/06/2020		Proprietary	Director (independent)
% independent directors with respect to the total of the Committee			40%	
Number of meetings held during the fiscal year:			4	
It has delegated powers in accordance with Article 174 of the General Companies Act:			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
The committee or its chairman participates in the GSM			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Name of the committee:	Audit and Risk Committee			
Date of creation:	01/26/2005			
Main functions:	<p>a). To propose the appointment of external auditors in coordination with Management. To know the work plan of the external auditor and hold periodic meetings to know the progress of its work, as well as the recommendations issued at the end of its review, in order to ensure the integrity of the accounting systems through an appropriate external audit.</p> <p>b). To approve any ancillary services provided by the external audit firm responsible for auditing the corporation's financial statements.</p> <p>c). To review and analyse the company's financial statements on a regular basis.</p> <p>d). To know the annual work plan of the internal auditor and receive quarterly reports on its progress and the implementation of corrective measures and improvements.</p> <p>e). To propose to the Board of Directors the Internal Auditor when a change is to be made.</p> <p>f). To evaluate and periodically review the main risks to which the corporation is exposed, and to determine the measures and policies to be adopted to address each of them.</p> <p>g). To supervise the proper functioning of the Corporate Compliance System and the performance of the Ethics and Compliance Officer.</p> <p>h). To order investigations for violations of the Code of Ethics submitted through the Complaints Channel or other means, and follow up on them, when the situation warrants it or when it becomes aware of them through the Ethics and Compliance Officer.</p>			
Committee members (*): Name and surname	Date		Position within the committee	Position within the company
	Start (**)	End (***)		
Javier Otero Nosiglia	04/26/2017		Chairman	Director (independent)
Raúl Ortiz de Zavallos Ferrand	08/06/2020		Propietary	Director (independent)
Humberto Nadal del Carpio	04/26/2017		Propietary	Vice Chairman of the Board (independent director)
Andreas von Wedemeyer K.	01/26/2005		Propietary	Chairman of the Board
Manuel del Río Jiménez	03/29/2023		Propietary	Director (independent)

% independent directors with respect to the total of the committee	80%	
Number of meetings held during the fiscal year:	5	
It has delegated powers in accordance with Article 174 of the General Companies Act:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
The committee or its chairman participates in the GSM.	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Committee name:	Innovation and Systems Committee			
Date of creation:	08/27/2014			
Main functions:	<p>a). To contribute to the formulation and strengthening of the company's innovation strategy, aligned with its long-term development.</p> <p>b). To provide support from the Board of Directors to the formulation of the corporation's innovation processes and the allocation of the necessary resources.</p> <p>c). To support actions aimed at mitigating technological and information security risks.</p> <p>In particular, it has the following attributions:</p> <p>a). To review the Management's reports on the innovation and information technology strategy of the corporation and its subsidiaries companies, which must show a clear alignment with the business objectives and the improvement of competitiveness.</p> <p>b). To receive reports from Management on the implementation of the innovation plan in the different areas of the business and the portfolio of technological projects.</p> <p>c). To recommend to the Board of Directors the allocation of resources and actions required for the successful implementation of the innovation plan and the portfolio of technological projects.</p> <p>d). To advise the Board of Directors in the fulfillment of its responsibilities corresponding to technological issues by submitting reports with the analysis and review of the technological and information security risk, as well as the actions to mitigate them.</p>			
Comittee members (*):	Date		Position within the committee	Position within the company
Name and surname	Start (**)	End (***)		
Alba San Martin Piaggio	08/06/2020		Chairman	Director (independent)
Raúl Ortiz de Zevallos Ferrand	08/06/2020		Proprietary	Director (independent)

Humberto Nadal del Carpio	04/26/2017		Proprietary	Vice Chairman of the Board (independent director)
Andreas von Wedemeyer K.	08/06/2020		Proprietary	Chairman of the Board
Manuel del Río Jiménez	03/29/2023		Proprietary	Director (independent)
% independent directors with respect to the total of the committee			80%	
Number of meetings held during the fiscal year:			2	
It has delegated powers in accordance with Article 174 of the General Companies Act:			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
The committee or its chairman participates in the GSM			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Name of the committee:	Investment Committee			
Date of creation:	03/27/2019			
Main functions:	<p>a). The review of the portfolio and new business ideas and the validation of the alignment between these initiatives and the corporation's growth strategy.</p> <p>b). To oversee financing strategies for new investments.</p> <p>c). The allocation of relevant or non-budgeted resources for the evaluation and analysis of new business portfolios.</p> <p>d). To contribute with management in the detection and analysis of new business and acquisitions.</p> <p>e). The analysis of the return on investment in subsequent years after acquisitions or implementation of new businesses.</p> <p>f). To propose divestitures to the Board due to lack of alignment with the strategy, failure to offer the expected growth and profitability, or other reasons that may be determined by the committee.</p> <p>g). To recommend the communication strategy on investments made, to be made or to be divested.</p>			
Committee members (*): Name and surname	Date		Position within the committee	Position within the company
	Start (**)	End (***)		
Manuel Bustamante Olivares	08/06/2020		Chairman	Director
Thiago de Orlando e Albuquerque	08/06/2020		Proprietary	Director
Andreas von Wedemeyer K.	11/26/2019		Proprietary	Chairman of the board of directors
Humberto Nadal del Carpio	11/26/2019		Proprietary	Vice Chairman of the board (independent director)
Javier Otero Nosiglia	11/26/2019		Proprietary	Director (independent)

% independent directors with respect to the total committee	40%	
Number of meetings held during the fiscal year:	4	
It has delegated powers in accordance with Article 174 of the General Companies Act:	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
The committee or its chairman participates in the GSM	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

(*) Information shall be provided on the persons who are or were members of the committee during the fiscal year being reported.

(**) Corresponds to the first appointment as a committee member in the reporting company.

(***) Complete only if you have ceased to be a member of the committee during the fiscal year.

Principle 22: Code of Ethics and Conflicts of Interest

Question III.14	Yes	No	Explanation:
<i>Does the company adopt measures to prevent, detect, manage and disclose conflicts of interest that may arise? (*)</i>	X		The Corporate Code of Ethics regulates the issue of conflict of interest. In addition, there is a Corporate Standards on Conflicts of Interest that applies to both directors and employees in their business relationships, within or outside the performance of their duties with customers, suppliers, shareholders, stakeholders, and third parties.

(*) For the purposes of this report, it is considered that a director, manager, officer and/or employee of the company has a conflict of interest in any situation, particular or general, temporary or permanent, current or probable, in which he/she has an interest, particular or general, that is or may be in conflict with the social interest.

Indicate, if applicable, which area and/or person is responsible for the follow-up and control of possible conflicts of interest. If a person is in position, also include his/her position and the area in which he/she works.

Responsible area	Corporate Affairs Management
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Person in charge		
Name and surname	Position	Area
Eduardo Ramírez del Villar	Corporate Affairs Manager - Ethics & Compliance Officer	Corporate Affairs

Question III.15 / Compliance	Yes	No	Explanation:
<p>1. Does the company have a Code of Ethics (*) with which its directors, managers, officers and other employees (**) of the company are required to comply, which includes ethical criteria and professional responsibility, including the handling of potential cases of conflicts of interest?</p>	x		<p>The company has a code of ethics published and communicated to all workers of the company, on the Intranet, corporate website and is part of the induction process for new personnel. The Code of Ethics is enforceable for directors, managers, officers and employees.</p>
<p>2. Does the Board of Directors or the General Management approve and execute at least once a year training programs for compliance with the Code of Ethics?</p>	x		<p>The Corporate Code of Ethics is published on the website and the corporate Intranet to be available to all employees of the corporation. This document was approved in 2016 by the Board of Directors. In addition, the code of ethics is included as a topic to be addressed in the induction of new employees.</p> <p>Every year, an annual <i>online</i> training course is held on the different topics related to the compliance system, which covers the code of ethics, the corporate compliance policy and its complementary rules, among others. This course is aimed at all employees of the corporation, both in Peru and abroad (approx. 7,500 employees), in order to make them aware of its content and practical application in their daily work. In this course, the Ethics and Compliance Officer explains to employees the importance of the culture of integrity, the zero-tolerance policy for acts of corruption and promotes the use of the Complaints Channel to report any transgression to the code of ethics; incorporating an evaluation test. In 2023, 95.93% of employees successfully passed the course.</p>
<p>3. Does the Board of Directors evaluate the effectiveness of training programs for compliance with the code of ethics?</p>	x		<p>The Board of Directors is informed every six months on the progress of the implementation and monitoring of the Compliance System at the corporate level, including the training provided to employees.</p>

(*) The Code of Ethics may form part of the Internal Standards of Conduct.

(**) The term “employees” includes all persons who have any type of employment relationship with the company, independently of the regime or type of employment.

If the company has a Code of Ethics, indicate the following:

a. It is available to:

	Yes	No
Shareholders	x	
Other persons to whom it is applicable	x	
From the general public	x	

b. Indicate the media by which the company makes the Code of Ethics available.

Media	Made available
At the Company's offices	X
E-mail address	X
Corporate website	X
Postal mail	
Informative Meetings (Face to Face or Virtual)	X
Social Networks	
Others / Detail	Corporate intranet

c. Indicate the area and/or person responsible for monitoring and compliance with the Code of Ethics. In the event that a person is in charge, also include his/her position, the area in which he/she works, and to whom he/she reports.

Responsible area	Corporate Management of Corporate Affairs
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Person in Charge			
Name and surname	Position	Area	Person to whom it reports
Eduardo Ramírez del Villar	Corporate Affairs Manager - Ethics & Compliance Officer	Corporate Affairs	General Management

a. Is there a record of cases of non-compliance with the Code?

Yes No

d. Indicate the number of complaints filed and investigations initiated and completed during the fiscal year regarding non-compliance with the provisions set forth in the aforementioned Code.

Number of complaints filed	25
Number of investigations initiated	25
Number of completed investigations	20
Number of non-compliances	14

Question III.16	Yes	No	Explanation:
a. Does the company have mechanisms that allow for the reporting of any illegal or unethical behavior, guaranteeing the confidentiality of the claimant?	x		The corporation has designated an officer in position of enforcing the Code, who is called the Ethics Officer and to whom the director, the employee or any third party in general should report as soon as possible any event, situation or inappropriate conduct or conduct contrary to the provisions of the Code. The Complaints Channel has several access channels such as e-mail, dedicated phone number, intranet, face-to-face meetings and a physical mailbox.
b. Are complaints presented directly to the Audit Committee when they are related to accounting issues or when the General Management or the Financial Management are involved?	x		The corporate procedure (GEN-GCAC-PCR-010) establishes that complaints referring to accounting and financial matters, to the General Management or to a director, may be investigated by the Audit Committee of the Board of Directors or by the Board of Directors itself.

Question III.17	Yes	No	Explanation:
1. Is the Board of Directors responsible for monitoring and controlling possible conflicts of interest involving its Directors?	x		Corporate standard GEN-GCAC-NC-002 includes directors within the scope of control in situations of conflict of interest, and corporate procedure GEN-GCAC-PRC-010 regulates the actions and responsibilities of the Board of Directors, general management and the Ethics and Compliance Officer in the treatment and management of the corresponding complaints. The Board itself, with the support of the general management and the Ethics and Compliance Officer, is responsible for the investigation and follow-up of any conflict situation that may arise.
2. If the company is not a financial institution, does it	x		The article 10 of the Board Regulations refers to the remuneration of the Board and states that

<p><i>have an established policy that the members of the Board are prohibited from receiving loans from the company or any company of its economic group, unless they have the prior authorization of the Board?</i></p>			<p>during the term of office, payments on account of the remuneration may be agreed upon. In case the payments on account exceed the amount of the annual allowance or are granted for a term that exceeds the next payment of the Board's allowance, they will become a loan, for which the Nominating and Compensation Committee must authorize it.</p>
<p>3. <i>If the company is not a financial institution, does it have an established policy stating that members of Senior Management are prohibited from receiving loans from the company or any company of its economic group, unless they have prior authorization from the Board?</i></p>	x		<p>The Board has approved a policy delegating to its Chairman and General Manager the approval of loans for Senior Management.</p>

- a. Indicate the following information on the members of Senior Management who are shareholders in a percentage equal to or greater than 4% of the company.

NOT APPLICABLE

Name and surname	Position	Number of shares	% of total shares
No member of senior management owns 4% or more of the shares.			

NOT APPLICABLE

% of total shares held by Senior Management	Not applicable
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- b. Indicate whether any of the members of the Board or Senior Management of the company is the spouse, relative in the first or second degree of consanguinity, or relative in the first degree of affinity of:

NOT APPLICABLE

Name and surname	Linkage with:			Name and surname of the shareholder/ Director/ Manager	Type of relationship (**)	Additional information (***)
	Shareholder	Director	Senior Management			
No member of the Board of directors or senior management fulfills this condition						

- (*) Shareholders with an interest equal to or greater than 5% of the capital stock.
- (**) For the purposes of the linkage, the linkage criteria contained in the Indirect Regular membership, Linkage and Economic Groups Regulations should be considered.
- (***) If there is a relationship with a shareholder, include his shareholding. In the case of a relationship with a member of the management, include his/her position.

c. In case, any member of the Board holds or has held during the fiscal year covered by this report any management position in the company, indicate the following information:

Name and surname	Managerial position hold or held	Date in management position	
		Start (*)	End (**)
Mariela García Figari de Fabbri	General Manager	03/26/2008	

- (*) Corresponds to the first appointment in the reporting company in the management position.
- (**) To be completed only in the event that he/she has ceased to hold the managerial position during the fiscal year.

d. In case any member of the Board or Senior Management of the company has maintained during the fiscal year, any commercial or contractual relationship with the company, which have been important due to their amount or subject matter, indicate the following information.

NOT APPLICABLE

Name and surname	Type of linkage	Brief description
No member of the Board or Senior Management meets this condition		

Principle 23: Related party transactions

Question III.18	Yes	No	Explanation:
1. Does the Board have policies and procedures for the evaluation, approval and disclosure of certain transactions between the company and related parties, as well as to know the commercial or personal relationships, direct or indirect, that the directors maintain among themselves, with the company, with their suppliers or customers, and other stakeholders?	x		Ferreycorp has policies and procedures at Board level for the assessment, approval, and disclosure of certain transactions between the company and related parties, as well as to know the commercial or personal relationships, direct or indirect, that directors maintain among themselves, with the company, with their suppliers or customers, and other stakeholders. There is a formal definition of related parties in the company. Related party transactions have been identified and disclosed in accordance with this definition during the year of validation. In 2018, the Corporate Code on Transfer Pricing between related companies of Ferreycorp was updated.
2. In the case of transactions of special relevance or complexity, is the intervention of independent external advisors contemplated for their valuation?	x		The external advisor is hired to perform the valuation each time a relevant or complex transaction arises.

- a. If your answer to number 1 of question III.18 is affirmative, indicate the area(s) of the company in charge of the treatment of transactions with related parties in the following aspects:

Aspects	Area in charge
Valuation	Transfer Pricing Report by external advisor in coordination with Corporate Finance Management
Approval	General Management of Ferreycorp
Disclosure	Board

- b. Indicate the procedures for approving transactions between related parties:

There are prices at market value and transfer price reports between the company and its subsidiaries.

- c. List those transactions carried out between the company and its related parties during the fiscal year that have been significant due to their amount or for the subject matter.

Name or company name of the related party	Nature of the relationship (*)	Type of operation	Amount (S/.)
FERREYROS S.A.	Subsidiary, 99.99%	Premises Rental	29,719,448
SOLTRAK S.A.	Subsidiary, 99.99%	Premises Rental	2,353,831
UNIMAQ S.A.	Subsidiary, 99.99%	Premises Rental	1,917,483
FERREYROS S.A.	Subsidiary, 99.99%	Rebillable Expenses	5,382,400
SOLTRAK S.A.	Subsidiary, 99.99%	Rebillable Expenses	635,651
UNIMAQ S.A.	Subsidiary, 99.99%	Rebillable Expenses	627,595
MAQUICENTRO S.A.	Subsidiary, 99.00%	Accrued Interest on Loans Granted	1,007,023
FERREYROS S.A.	Subsidiary, 99.99%	Business support service	1,630,620
FERREYROS S.A.	Subsidiary, 99.99%	Business Management Service	3,083,495
UNIMAQ S.A.	Subsidiary, 99.99%	Business Management Service	1,496,697
SOLTRAK S.A.	Subsidiary, 99.99%	Business Management Service	648,762
ORVISA S.A.	Subsidiary, 99.99%	Business Management Service	624,577
FERREYROS S.A.	Subsidiary, 99.99%	TPI Personnel Services	643,561
FERREYROS S.A.	Subsidiary, 99.99%	TI Services	1,810,786

(*) For the purpose of determining the linkage, the Provisions for the application of literal c) of Article 51 of the Securities Market Law, approved by Resolution SMV No. 029-2018-SMV/01 or regulation that replaces it, shall be applied.

- d. Specify whether the company sets limits for transactions with related parties:

Yes

No

Principle 24: Functions of Senior Management

Question III.19 / Compliance	Yes	No	Explanation:
1. Does the company have a clear policy of delimitation of functions between the administration or governance exercised by the Board, the ordinary management in Position of Senior Management and the leadership of the General Manager?	X		
2. Are the appointments of the General Manager and Chairman of the Board of the Company made by different persons?	X		
3. Does Senior Management have sufficient autonomy to perform its assigned functions within the framework of policies and guidelines defined by the Board and under its control?	X		
4. Is the General Management responsible for complying with and enforcing the policy of providing information to the Board and its directors?	X		
5. Does the Board annually evaluate the performance of the General Management based on well-defined standards?	X		
6. Does the remuneration of Senior Management have a fixed and a variable component, which takes into consideration the results of the company, based on a prudent and responsible assumption of risks, and the compliance of the targets outlined in the respective plans?	X		

- a. Indicate the following information regarding the compensation received by the general manager and management (including bonuses).

Charge	Compensation (*)	
	Fixed	Variable
General manager and management team	0.31%	0.11%

(*) Indicate the percentage that represents the total amount of annual remuneration of the members of Senior Management, with respect to the level of gross income, according to the company's Financial Statements.

- b. In case the company pays bonuses or indemnities other than those determined by legal mandate to Senior Management, indicate the form(s) in which they are paid.

	General Management	Managers
Delivery of shares	No	No
Delivery of options	No	No
Delivery of money	Yes	Yes
Others / Detail		

- a. If there is a variable component in the remuneration, specify the main aspects taken into account for its determination.

The variable component is determined firstly based on the company's results and then considering the employee's performance. Aspects such as fulfillment of goals, impact on value generation, contribution to continuous improvement and processes, as well as elements of leadership, interpersonal relations and communication skills are taken into account.

- b. Has the company defined a long-term incentive plan for management?

Yes No

- c. Indicate whether the Board of Directors evaluated the performance of the General Management during the fiscal year.

Yes No

PILLAR IV: Risk and Compliance

Principle 25: Risk management system environment

Question IV.1	Yes	No	Explanation:
<p>1. <i>Has the Board of Directors approved a comprehensive risk management policy containing procedures and responsibilities according to its size and complexity, promoting a risk management culture within the company, from the Board of Directors and Senior Management to the employees themselves?</i></p>	x		<p>Yes, this policy establishes the framework for comprehensive risk management and ensures its application in Ferreycorp and all its Subsidiaries. It is reviewed every two years or whenever it is deemed necessary to update it, according to risk management guidelines, standards and best practices. The Integrated Risk Management Policy contains procedures and responsibilities.</p>
<p>2. <i>Does the integrated risk management policy cover all the companies in the group and provide an overall view of critical risks?</i></p>	x		<p>The risk policy is corporate and applies to all the companies of the corporation.</p>

- a. In case the answer to numeral 1 of question IV.1 is affirmative, indicate which of the following mechanisms the Board of Directors uses to promote the risk management culture (you may check more than one option):

The appointment of a person responsible for integral risk management at the highest level.	X
A risk-based delegation of authority policy.	X
Training and awareness of key responsibilities and risks.	X
Monitoring of risk exposure at the highest level.	X
Approval of an annual risk management work plan.	X
Others (detail)	

a. Does the company have a risk management delegation policy that establishes the risk limits that can be managed by each level of the company?

Yes No

Question IV.2	Yes	No	Explanation:
1. Does the General Management manage the risks to which the company is exposed and bring them to the knowledge of the Board?	X		Yes, through the Audit and Risk Committee of the Board.
2. In the absence of a Risk Committee or Risk Management is the General Management responsible for the risk control system?	X		The Corporate Finance Management is responsible for risk monitoring and management, for which a risk executive has been appointed to monitor and report to the Audit and Risk Committee of the Board, which has approved the integral risk policy and monitors the main risks in relation to the business objectives. Additionally, the Internal Audit Management has established a control system. Both systems are presented to the Board either in full or through its Audit and Risk Committee.

a) Indicate the following regarding the integral risk system:

	Yes	No
Does senior management maintain a risk management process that includes identification, measurement, management, control and monitoring?	X	
Does Senior Management inform the Board of Directors of the risk exposure through an Audit or Risk Committee?	X	

a) Does the company have a risk manager?

Yes No

If your answer is affirmative, indicate the following information:

Name and surname	Date of office		Area / body to which it reports
	Start (*)	End (**)	
Elizabeth Guardamino	01/06/2017		The mapping of the inherent risks, action plans and residual risks of the corporation's subsidiaries, both strategic, operational and financial, is reported at least once a year to the Audit and Risk Committee of the Board. The Risk executive, who reports to the Corporate Finance Management and the Risk Committee, prepares the mapping of risks through direct contact with the general managers of the subsidiaries and their teams, through workshops, interviews and surveys.

(*) Corresponds to the first appointment in the reporting company.

(**) To be completed only if the position was terminated during the fiscal year.

Question IV.3

	Yes	No	Explanation:
<i>Does the company have an internal and external control system, whose effectiveness and adequacy is supervised by the Company's Board?</i>	X		

a) If your answer to the previous question is affirmative, indicate whether such system is integrated with a complaint reporting line and a process for resolving complaints.

Yes No

a) Does the company have a prevention model implemented and in operation, in accordance with the provisions of Law No. 30424, which regulates the administrative liability of legal entities, or the rule that modifies or replaces it?

Yes No

If your answer is affirmative, indicate which of the following elements you consider to be your prevention model:

Identification, evaluation and mitigation of risks.	X
Prevention Manager	X
Implementation of complaint procedures	X
Diffusion and periodic training of the model	X
Continuous evaluation and monitoring of the model	X

If the company has certifications related to risk management system, compliance management or anti-bribery management system, indicate which ones.

At the end of 2023, the Compliance System was implemented and certified in nine of the corporation's companies: Ferreycorp, Ferreyros, Unimaq, Soltrak, Fargoline, Orvisa, Forbis Logistics, Soluciones Sitech Perú and Ferrenergy. In addition, during 2023, the integration of the system into the processes of the subsidiaries located abroad began.

In 2023, Ferreyros, Orvisa and Forbis have obtained ISO 37001 Certification: Anti-bribery Management System, the highest international standard in this area, having undergone audits with an independent auditing company of renowned trajectory such as SGS.

Likewise, during the year 2023, the subsidiaries Soluciones Sitech Peru and Ferrenergy obtained the "Certified Anti-Bribery Company" certification from the Asociación Empresarios por la Integridad.

Principle 26: Internal audit

Question IV.4	Yes	No	Explanation:
a. Does the internal auditor perform audit work exclusively; have autonomy, experience and expertise in the matters under evaluation, and independence for monitoring and evaluating the effectiveness of the risk management system?	x		
b. Are the internal auditor's functions the permanent evaluation that all financial information generated or recorded by the company is valid and reliable, as well as verifying the effectiveness of regulatory compliance?	x		Internal Audit at Ferreycorp: independent area of the corporation that continuously analyzes, evaluates, and controls the policies, procedures, practices and activities that constitute the corporation's internal control system.
c. Does the internal auditor report directly to the Audit Committee on its plans, budget, activities, progress, results obtained and actions taken?	x		

a. Indicate if the company has an independent area in Position of internal auditing.

Yes No

If the answer to the previous question is affirmative, within the organizational structure of the company, indicate, hierarchically, to whom the audit depends on.

Depends on:	The internal auditor reports to the Chairman of the Board and makes periodic presentations to the Audit Committee of the Board.
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b. If the company belongs to an economic group, indicate whether the company has a corporate internal auditor.

Yes No

If your answer is affirmative, indicate what are the main responsibilities of the corporate internal audit manager and whether he/she performs other functions outside internal audit.

i) Manages and directs internal audits and other audits of information systems at head office, branches and mining projects in branches. ii) Evaluates the internal control system on money laundering and asset laundering according to current regulations of the financial intelligence unit of the SBS, submitting the final report to the compliance officer. iii) Informs the senior management and the Management Committee of the results of the internal audit activities on a regular basis. iv) Takes into account the reviews carried out by the external auditors to develop the work program. v) Issues a report for each of the audits carried out, containing the control observations detected and the suggestions agreed with the audited area that are necessary to correct the deficiencies, among others.

Question IV.5	Yes	No	Explanation:
<i>Is the appointment and removal of the internal auditor the responsibility of the Board upon proposal of the Audit Committee?</i>	x		The article 14° of the Internal Regulations of the Board and Board Committees states that the Board is empowered to appoint, evaluate and remove the internal auditor, according to the recommendation of the Audit Committee. Likewise, the article 23° of the same regulation states that one of the functions of the Audit and Risk Committee is to propose the Board the internal auditor when a change is to be made.

Principle 27: External audits

Question IV.6	Yes	No	Explanation:
<i>Does the GSM, at the proposal of the Board, designate the auditing firm or the independent auditor, which maintain a clear independence from the company?</i>	x		The Board proposes that the Meeting should be the one to appoint the auditing firm for the fiscal year and delegate to the Board the negotiation and approval of the contracting conditions.

- a. If your answer to the previous question is affirmative, does the Board of Directors or the Audit Committee verify that the audit firm or the independent auditor maintains a clear independence from the company?

Yes No

If your answer is affirmative, specify the mechanisms that the society used to validate independence (you can check more than one):

The company requires an affidavit from the audit firm or the independent auditor declaring his independence from the company.	X
The company performs its own validation of potential conflicts of interest of the audit firm or the independent auditor.	X

- b. Does the external audit firm or external auditor directly report to the Board of Directors or the Audit Committee?

Yes No

- a. Does the company have a policy approved by the Board of Directors or the Audit Committee for the appointment of the external auditor?

	Yes	No
Board of Directors	X	
Audit committee	X	

If the previous question is affirmative, describe the procedure for hiring the auditing firm in charge of auditing the annual financial statements (including the identification of the company body in charge of choosing the auditing firm).

The General Shareholders' Meeting, as the main governing body of the Company, is the one to approve the hiring of the external audit firm for each fiscal year. The appointment of the external auditors for each year is made on the recommendation of the company's Audit and Risk Committee.

The presentation and initial evaluation of the proposals is submitted by the selected firms to the Corporate Finance Management, through a procedure that establishes the technical criteria, background and economic proposal. The Audit and Risk Committee and/or the Board of Directors evaluate the proposals submitted and approve the auditing firm recommended by the Corporate Finance Management.

If the corporation chooses to change the auditing firm at the end of a given year and/or at the expiration of the fifth year of services, a competition is held among the main auditing firms in the country.

- c. In the event that the auditing firm has provided services other than the auditing of accounts, indicate whether such engagement was reported to the GSM, including the percentage of invoicing that such services represent of the total invoicing of the auditing firm to the company.

Yes No

- d. Do persons or entities related to the external audit firm or the independent external auditor provide services to the company other than the audit itself?

Yes No

If the answer to the previous question is affirmative, indicate the following information regarding the additional services rendered by persons or entities related to the auditing firm in the fiscal year reported.

Name or corporate name	Additional Services	% of compensation (*)
EY Perú	Corporate trainings	5.56%

(*) Billing of additional services over the billing of audit services.

- e. Indicate whether the external audit firm or the independent external auditor has used different equipment, in case it has provided additional services to the audit of accounts.

Yes No

Question IV.7	Yes	No	Explanation:
a. <i>Does the company maintain and implement a policy of renewal of the partner in charge of the audit and the external audit firm?</i>	x		The Company's policy is that the same auditing firm may audit the company's financial statements for five consecutive years, and may be appointed for an additional period if the services rendered have been satisfactory and in adequate economic terms, requiring a more exhaustive evaluation by the Audit Committee of the Board and the full Board. The partner, the auditor responsible for the work and the members of its external audit team shall rotate periodically. The audit firm is appointed by the General Meeting of Shareholders.
b. <i>In a case this policy establishes longer terms for the renewal of the audit firm, does the audit firm's work team rotate at the most every five (5) years?</i>	x		In line with the policy on the renewal of the external auditors, the company approved at the Non-Presential Shareholders' Meeting of 329 March 2023 the hiring of Paredes, Burga & Asociados sociedad de Responsabilidad Limitada (now Tanaka, Valdivia & Asociados), a member firm of Ernst & Young (EY). This firm has been auditing the financial statements for the fiscal years 2021, 2022 and 2023. The audit services of the financial statements for the financial years 2016 to 2020 were performed by Gaveglio, Aparicio y Asociados sociedad Civil de Responsabilidad Limitada, a member firm of PricewaterhouseCoopers (PwC).

Indicate the following information on the auditing firms that have provided services to the company in the last five (5) years.

Period (start with the fiscal year)	Company Name of the Auditing Company	Service (*)	Estimated duration of the audit work (in working days)	Remuneration (**)	% of revenues audit firm (***)
2023	Tanaka, Valdivia & Asociados SCRL (EY)	Audit of financial statements	51	94.44%	
		Corporate trainings	3		
2022	Tanaka, Valdivia & Asociados SCRL (EY)	Audit of financial statements	51	77.98%	
		Transfer pricing study. Advice to subsidiaries (IFRS 9)	14		
2021	Tanaka, Valdivia & Asociados SCRL (EY)	Audit of financial statements	51	81.65%	
		Transfer pricing study	12		
2020	Gaveglio, Aparicio y Asociados SCRL (PwC)	Audit of financial statements	51	92.77%	
		Adoption of new IFRS Review under the scope of Standard XVI (anti-avoidance)	4		
2019	Gaveglio, Aparicio y Asociados SCRL (PwC)	Audit of financial statements	51	91.44%	
		Adoption of new IFRS Review under the scope of Standard XVI (anti-avoidance)	5		

(*) Include all types of services, such as opinions on financial information, expert accounting reports, operational audits, systems audits, tax audits or other services.

(**) Of the total amount paid to the auditing firm for all concepts, indicate the percentage that corresponds to remuneration for financial auditing services.

(***) Data obtained from the auditing firm.

Question IV.8

	Yes	No	Explanation:
<i>In the case of economic groups, is the external auditor the same for the whole group, including off-shore subsidiaries?</i>	X		

Indicate whether the auditing firm hired to audit the financial statements of the company for the fiscal year covered by this report has also audited the financial statements for the same fiscal year for other companies in its economic group.

Yes No

If your answer above is affirmative, indicate the following:

Name or corporate name of the company(ies) in the economic group
Ferreyros S.A. Orvisa S.A. and its subsidiaries Unimaq S.A. Motored S.A. Fargoline S.A. Forbis Logistics S.A. Soltrak S.A. Soluciones Sitech Perú S.A. Inti Inversiones Interamericanas Corp. and its subsidiaries Trex Latinoamérica and its subsidiaries Motriza S.A.

PILLAR V: Transparencia de la Información

Principle 28: Information policy

Question V.1	Yes	No	Explanation:
<i>Does the company have an information policy for shareholders, investors, other stakeholders and the market in general, which defines in a formal, orderly and comprehensive manner the guidelines, standards and criteria to be applied in the handling, compilation, preparation, classification, organization and/or distribution of the information generated or received by the company?</i>	x		

- a. If applicable, indicate whether, according to its information policy, the company disseminates the following:

	Yes	No
Bylaws	x	
Objectives of the Company	x	
Resumes of the members of Senior Management	x	
Regulations of the Board of Directors	x	
Regulations of the Board Committees	x	
Contact details of the investor affairs office or whoever performs these functions	x	
Regulations of the GSM	x	
Code of Ethics	x	
Comprehensive risk management policy	x	
Dividend policy	x	
Others / Detail		

Question V.2	Yes	No	Explanation:
<i>Does the company have an investor relations area?</i>	x		

- a. In case you have an office for investor relations, please indicate who is responsible for it.

Person in charge of investors' relationships office	Jimena De Vinatea
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If there is no office for investor relations, indicate the unit (department / area) or person in charge of receiving and processing requests for information from the company's shareholders and the general public. If it is a person, also include his/her position and area in which he/she works.

Area in charge	
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Person in charge		
Name and surname	Position	Area

Principle 29: Financial Statements and Annual Report

- a. Does the external auditors' opinion on the financial statements for the fiscal year include qualifications and the measurement of these qualifications?

Yes No

- a. If there are qualifications in the external auditor's report, have those qualifications been explained and/or justified to the shareholders?

NOT APPLICABLE, NO QUALIFICATIONS

Yes No

Principle 30: Share structure information and agreements between shareholders

Question V.3	Yes	No	Explanation:
<i>Does the company disclose the ownership structure, considering the different classes of shares and, if applicable, the joint participation of a given economic group?</i>	x		Ferreycorp has only one type of share, which is the common share, and reports the structure in accordance with current regulations, individually identifying those who have 4% or more.

Indicate the composition of the corporation's share structure at the end of the fiscal year.

Ownership of shares with right to vote	Number of owners (at fiscal year end)	% of participation
Less than 1%	3,967	25.74%
Between 1% and 4%	15	43.08%
Between 4% and 10%	5	31.18%
Greater than 10%.	0	0%
Total	3,987	100%

Ownership of shares with right to vote (if applicable)	Number of owners (at fiscal year end)	% of participation
Less than 1%		
Between 1% and 4%.		

Between 4% and 10%		
Greater than 10%.		
Total		

Ownership of shares with right to vote (if applicable)	Number of owners (at fiscal year end)	% of participation
Less than 1%		
Between 1% and 4%.		
Between 4% and 10%		
Greater than 10%.		
Total		

Percentage of shares in portfolio over capital stock:

1.30%

Question V.4

	Yes	No	Explanation:
<i>Are there any agreements or covenants between shareholders?</i>		X	There have been no agreements or covenants between shareholders

If your answer is affirmative, indicate the matters covered by each of the agreements or covenants in force between shareholders.

NOT APPLICABLE

Election of members of the Board	
Exercise of voting rights at GSM	
Restriction of the free transferability of shares	
Changes to the internal or bylaws rules of the company	
Others / Detail	

Principle 31: Corporate governance report

Question V.5

	Yes	No	Explanation:
<i>Does the company disclose the standards adopted in the area of corporate governance in an annual report other than this one, the content of which is the responsibility of the Board, following a report from the Audit Committee, the Corporate Governance Committee, or an external consultant, as the case may be?</i>	X		The company discloses the standards adopted in the area of corporate governance in the Annual Report and in the sustainability report published on the company's website.

a. If your answer is affirmative, provide the following information.

Name of the document	Date of approval	Web link:
Sustainability Report	06/30/2023	https://www.ferreycorp.com.pe/sostenibilidad/reporte-de-sostenibilidad/

b. Specify the instances that review said report before its presentation to the Board of Directors:

General Management	
Internal Audit	
Audit Committee	
Corporate Governance Committee	
Specialized external advisor	X
Specialized ESG area	X
Other / Detail	Corporate Finance Manager

c. Does the company have mechanisms for the internal and/or external dissemination of the corporate governance practices adopted?

	YES	NO
Internal Diffusion	X	
External Diffusion	X	

If the answer to the previous question is affirmative, check the mechanisms used, as appropriate:

	Internal Diffusion	External Diffusion
Specific section of the website	X	X
E-mail	X	X
Physical publication and distribution		
Participation in events, forums or specialized institutional circles		X
Other / Detail:		

SECTION C:

Company Document's Contents

Indicate in which of the following corporate document(s) the following topics are regulated:

		Principle	Bylaws	Internal Regulations (*)	Manual	Other	Not regulated	Not Applicable	Name of the document (**)
1.	Policy for the redemption or exchange of shares with no voting rights	1						X	
2.	Method of registration of share ownership rights and the person in charge of registration	2	X		X				
3.	Procedures for selection of external consultant to give independent opinion on the Board's proposals for corporate operations that may affect the shareholders' non-dissolution right	3		X					
4.	Procedure for receiving and responding to requests for information and opinions from shareholders.	4	X	X					
5.	Dividend policy	5				X			Corporate Dividend Distribution Policy
6.	Policies or agreements not to adopt anti-absorption mechanisms.	6					X		
7.	Arbitration agreement	7	X						
8.	Policy for the selection of the Company's Directors.	8	X	X					
9.	Policy for evaluating the remuneration of the company's Directors.	8		X					
10.	Mechanisms to make available to shareholders, information related to items on the GSM agenda and proposed resolutions.	10		X	X				Forms, Proxy Statement
11.	Means additional to those established by Law, used by the company to call for a GSM.	10		X	X				Forms, Proxy Statement
12.	Additional mechanisms for shareholders to propose agenda items to be discussed at the GSM	11		X					

13.	Procedures to accept or dismiss shareholders' proposed agenda items to be discussed at the GSM	11	X	X					
14.	Mechanisms that allow for non-presential participation of shareholders	12	X		X				Forms, Proxy Statement
15.	Procedures for issuing a differentiated vote by shareholders	12		X	X				Forms, Proxy Statement
16.	Procedures to be followed in proxy voting situations	13		X					
17.	Requirements and formalities for a shareholder to be represented at GSM	13	X	X					
18.	Procedures for the delegation of votes in favor of members of the Board or Senior Management.	13		X	X				Forms, Proxy Statement
19.	Procedures for follow-up on GSM resolutions	14		X					
20.	The minimum and maximum number of directors that comprise the Board of the company	15	X	X					
21.	Procedure for the selection and permanence of the members of the Board of Directors.	15	X	X					
22.	The duties, rights and functions of the directors of the company	17	X	X					
23.	Board of Directors' compensation policy	17	X	X					
24.	Policy for contracting advisory services for the directors	17				X			Corporate Standard for External Advisory and Consulting Services
25.	Induction policy for new directors	17	X	X					
26.	Special requirements to be an independent director of the company	19		X					
27.	Mechanisms that allow for the reporting of any illegal or unethical behavior.	22		X		X			Ethics Code
28.	Policy that defines the procedure for valuation, approval and disclosure of related party transactions.	23				X			Corporate Standard on Transfer Pricing between Related Companies
29.	Responsibilities and functions of the Chairman of the Board, Chief Executive Officer, General Manager, and other senior management officers.	24	X	X					
30.	Criteria for evaluating Senior Management performance.	24		X					

31.	Policy for setting and evaluating the remuneration of Senior Management	24		X					
32.	Integrated risk management policy	25			X				
33.	Responsibilities of the Internal Audit Manager	26			X				
34.	Policy for the appointment of the external auditor, duration of the contract and criteria for renewal	27				X			Corporate Standard for External Advisory and Consulting Services
35.	Policy on disclosure and communication of information to investors	28		X	X				

(*) Includes GSM Regulations, Board of Directors Regulations or others issued by the company.

(**) Indicate the name of the document, except in the case of the Company's Bylaws.

SECTION D:

In addition, the corporation describes below other relevant issues in its field:

Transactions between related companies

As part of an economic group, Ferreycorp S.A.A. and its companies acquire a set of transfer pricing obligations between related companies.

The corporation has a specialised area that is responsible for supervising the different transactions between companies and, in particular, the services offered to them, as part of the synergy and complementarity that must exist between Ferreycorp's different businesses. This area carries out the following activities:

- To plan shared services according to the Organization for Economic Co-operation and Development (OECD) directive. In Peru, the regulations in this area, in an attempt to follow OECD regulations, have raised their requirements in the calculation of margins between companies of the same economic group.
- To oversee and coordinate the planning of local reporting and profit testing for each of the corporation's companies.
- To prepare affidavits called local report, master report and reports for each country to report on transactions between related companies, with sufficient detail to show that they are carried out at market value. These reports are submitted to Sunat on the dates established for each of the companies.

During 2023, the corporation also submitted the corresponding transfer pricing reports to the National Superintendency of Tax Administration (Sunat) and reported on them to the Audit and Risk Committee. As part of the process, in 2023, 10 local reports were submitted corresponding to Peruvian subsidiaries, 8 master reports corresponding to those Peruvian subsidiaries that exceed S/ 200 million in sales and 1 country by country report, which consolidates the information of all the companies of the group, both domestic and foreign. In addition, reports were submitted to the tax authorities in Guatemala, El Salvador, the United States, Colombia and Chile.

Ferreycorp and its companies carry out commercial and financial transactions between them, for which it has a transfer pricing rule between companies of the corporation that establishes that market prices must be considered, both in the margins for sales of products between companies and in the charges for intra-group services, rents and interest on loans. These prices are set according to the mechanisms approved by the audit firm in charge of the transfer pricing report, determining lower and upper quartiles for gross margins charged and for interest rates.

The policy on related party transactions also covers transactions between the company and suppliers that have common shareholders or directors, which should be assessed on the basis of market conditions and prices.